

Rev. 06/28/89 (Blue)
Rev. 09/08/89 (Pink)

GOOD FELLAS

Written by
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and
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Based on the book by Nicholas Pileggi

REVISED DRAFT

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JUNE 11, 1970: QUEENS, NEW YORK.

1

INT. SUITE - NIGHT

1

A smoky, overdecorated cocktail lounge and nightclub on Queens Boulevard. Sergio Franchi is in full voice on the JUKEBOX. It is after midnight. It has been a long night. Balloons and empty glasses litter the place. BILLY BATTS, a 50-year-old hood in an out-of-date suit, holding court at the bar. We see a younger, more sharply-dressed HOOD walk in with a beehive girl friend and hug Batts.

HOOD

Billy. You look beautiful.
Welcome home.

BATTS

(laughing and turning to the bartender)

What are you having? Give 'em what they're drinking.

We see four other men, including HENRY HILL and JAMES CONWAY, standing near Billy Batts at the bar, raise their glasses in salute. TOMMY DEVITO and another beehive blonde enter. Billy Batts looks up and sees Tommy.

BATTS

Hey, look at him. Tommy. You grew up.

TOMMY

(preening a little)
Billy, how are you?

BATTS

(smiling broadly at Tommy and the girl)
Son of a bitch. Get over here.

Tommy walks over and Billy, too aggressively, grabs Tommy around the neck. Tommy doesn't like it.

TOMMY

(forcing a laugh)
Hey, Billy. Watch the suit.

BATTS

(squeezing Tommy's cheek, a little too hard)
Listen to him. 'Watch the suit,' he says.

(MORE)

(CONTINUED)

BATTS (CONT'D)

A little pisser I've known all my life. Hey, Tommy, don't get too big.

TOMMY

Don't go busting my balls. Okay?

BATTS

(laughing, to the crowd at the bar)

Busting his balls?

(to Tommy)

If I was busting your balls, I'd send you home for your shine box.

Tommy's smile turns to a glare as he realizes Billy is making fun of him. The men at the bar are roaring with laughter. His girl is looking glumly at her shoes.

BATTS

(to the hoods at the bar)

You remember Tommy's shins? The kid was great. He made mirrors.

TOMMY

(almost a threat)

No more shins, Billy.

BATTS

Come ooonnn. Tommeeee. We're only kidding. You can't take a joke? Come ooonn.

We see that Tommy is still angry, but begins to relax with Billy's apparent apology, but as soon as Billy sees that Tommy is beginning to relax, he contemptuously turns his back on Tommy.

BATTS

(facing the bar)

Now get the hell home and get your shine box.

Henry quickly steps in front of Tommy who is about to explode. Batts is facing the bar and does not see just how furious Tommy has become.

HENRY

(gently wrestling Tommy away from the bar)

Come on, relax. He's drunk.

(MORE)

(CONTINUED)

HENRY (CONT'D)

He's been locked up for six years.

TOMMY

I don't give a shit. The guy's got no right.

HENRY

Tommy. He doesn't mean anything. Forget about it.

TOMMY

(trying to wrestle
past Henry)

He's insulting me. Rat bastard. He's never been any fuckin' good.

HENRY

Tommy. Come on. Relax.

TOMMY

(to Henry)

Keep him here. I'm going for a bag.

Tommy roughly grabs his girl's arm and storms out.

HENRY

(rejoining James and
Billy Batts at the
bar)

Batts. I'm sorry. Tommy gets loaded. He doesn't mean any disrespect.

BATTS

He's got a hot head.

We see the last two guests get up to leave. Henry puts another dollar in the jukebox and moves back behind the bar and starts to total the register receipts.

CUT TO:

ENTRANCE OF SUITE

From HENRY'S POV behind the bar, we see the guests leave and suddenly we see Tommy in the doorway. Henry walks around the bar and approaches Tommy.

We see James and Batts are still seated at bar with their backs to the door.

BATTS

They're fucking mutts.

(CONTINUED)

1 CONTINUED: (3)

1

We see James nod.

BATTS

I seen them. They walk around like big shots and they don't know shit.

JAMES

A guy gets half a load on. He mouths off.

BATTS

When I was a kid, I swear on my mother, you mouth off, you got your fucking legs broke.

CUT TO:

HENRY

approaching Tommy who is carrying a large folded package under one arm.

Tommy, followed by Henry, walks over to the bar where James and Bill Batts are talking. Tommy drops the package on the floor.

Billy Batts looks up.

James turns around and sees that Tommy has a gun in his hand.

James immediately grabs Batts's arms and we see Tommy smash the gun into the side of Batts's head. We see Tommy hit Batts again and again as James continues to hold Batts's arms.

JAMES

(to Henry, while pinning Batts's arms)

Quick! Lock the door.

We see Tommy club Batts to the ground with James holding Batts's arms.

CUT TO:

HENRY

locking the door.

CUT TO:

(CONTINUED)

1 CONTINUED: (4)

1

BATTS'S INERT FORM

on the floor.

We see Tommy unfold the package he had dropped near the bar.

It is a plastic, flower-printed mattress cover.

Tommy and James start putting Batts's legs into the mattress cover.

Henry is standing over them as James and Tommy struggle to fit Batts's body in the mattress cover.

HENRY

What are we going to do with him?
We can't dump him in the street.

JAMES

(to Henry)

Bring the car 'round back. I know
a place upstate they'll never find
him.

Tommy is looking brightly at Henry, as he and James finally zip Batts in the mattress cover.

TOMMY

I didn't want to get blood on your
floor.

2 EXT. REAR DRIVEWAY - SUITE - NIGHT

2

Darkness. The open trunk of Henry's car. The mattress cover is being shoved into the trunk by the three men. It is heavy work.

HENRY

Batts's made. His whole crew is
going to be looking for him. This
is fucking bad.

TOMMY

There's a shovel at my mother's.

3 INT. TOMMY'S MOTHER'S HOUSE - KITCHEN - NIGHT

3

Darkness in the kitchen. We hear noise of doors opening and tools being banged around in the dark.

TOMMY

Sshhh. You'll wake 'er up.

(CONTINUED)

3

CONTINUED:

3

Suddenly the light in the entryway goes on, and we see Tommy's MOTHER, in housecoat, beaming at her son and his friends.

CUT TO:

KITCHEN TABLE

where Tommy's Mother hovers over the seated Tommy, Henry and James. The table is filled with plates and coffee cups and the debris of dirty dishes.

MOTHER

(to all)

Have some more. You hardly touched anything. Did Tommy tell you about my painting? Look.

We see her reach next to the refrigerator and pull up a couple of oil paintings she props on the edge of the table.

MOTHER

(proudly)

They want me to do a portrait next. I'm gonna do the Mona Lisa.

CUT TO:

WINDOW

where we see Henry's car with the body in the trunk, still parked at the curb.

4

INT. HENRY'S CAR - NIGHT

4

Finally on their way, Henry is driving. James, in the passenger's seat, and Tommy, in the rear seat, embracing the shovel, are dozing off. The sleepy HUMMING sound of WHEELS is suddenly interrupted by a THUMPING sound. At first, Henry thinks he has a flat, but the THUMPING is too irregular. James awakens. His eyes are on Henry. Tommy leans forward from the rear seat. Silence. THUMP! Silence.

5

EXT. MERRITT PARKWAY - NIGHT

5

Car pulls off the road onto the grass. Henry, James and Tommy, still holding the shovel, get out of the car.

TOMMY

Jesus Christ! Miserable bastard!

(CONTINUED)

5

CONTINUED:

5

Henry opens the trunk and steps back. In the trunk light we see the mattress cover squirming around. We hear MUFFLED GROANS.

TOMMY

(raising the shovel)

Can you believe this no-good fuck?
The prick! He's still alive.

Tommy suddenly smashes the shovel into the moving, bloody mattress cover. He smashes it again and again and again. Cursing Batts with every swing.

TOMMY

Rat bastard.

(swings shovel)

No-good, low-life fuck.

Tommy swings shovel again and again.

Soon the mattress cover stops squirming and Tommy stops swinging the shovel. He is exhausted. Tommy and James get back in the car. Henry is facing the open trunk.

TILT UP and FREEZE ON Henry's face slamming the trunk shut.

HENRY (V.O.)

As far back as I can remember, I
always wanted to be a gangster.

MAIN TITLE - GOOD FELLAS

UNFREEZE and --

DISSOLVE TO:

HENRY - AS CHILD

looking out his bedroom window.

TITLE - EAST NEW YORK: BROOKLYN. 1955

HENRY (V.O.)

To me, being a gangster was better
than being President of the United
States.

6

HENRY'S POV - GRIMY ONE-STORY CABSTAND - NIGHT

6

with faded "Pitkin Avenue Cabs" sign above the door.

(CONTINUED)

CONTINUED:

It's after midnight. We see a half-dozen, immaculately-dressed hoods wearing diamond pinky rings and silk shirts, lounging around the cabstand talking and sipping coffee.

HENRY (V.O.)

Even before I first wandered into the cabstand for an after-school job, I knew I wanted to be a part of them. It was there I belonged.

HENRY'S POV

We see a Cadillac pull up the to cabstand. We see the car rise slightly when two huge, dapper hoods get out.

On hood #1 we see large diamond pinky ring on a sausage-thick finger.

On hood #2 we see a broken-nosed hood's tie hanging loosely across his monogrammed shirt like a silk bandolier.

HENRY (V.O.)

To me it meant being somebody in a neighborhood full of nobodies.

On the sidewalk we see the two hoods who just got out of the car hug and playfully shove TUDDY VARIO, the sloppily-dressed, solidly-built hood who runs the cabstand.

HENRY (V.O.)

They weren't like anyone else. They did whatever they wanted. They'd double-park in front of the hydrant and nobody ever gave them a ticket. In the summer when they played cards all night, nobody ever called the cops.

We see Tuddy laughingly try to push them away.

HENRY (V.O.)

Tuddy Vario ran the cabstand and a pizzeria and a few other places for his brother, Paul, who was the boss over everybody in the neighborhood.

We see a laughing hood #1 slyly slip behind Tuddy and grab him around the neck, while hood #2 starts feigning punches to Tuddy's ample midsection.

(CONTINUED)

6 CONTINUED: (2)

6

Suddenly Tuddy Vario and hoods see that PAUL CICERO, the boss, is standing in the cabstand's doorway. Cicero is a large man, standing six-feet tall and weighing over 240 pounds. He appears even larger.

HENRY (V.O.)

Paulie might have moved slow, but it was only because he didn't have to move for anybody.

Tuddy and the hoods immediately stop horsing around.

TITLES CONTINUE.

7 INT. CHILD'S BEDROOM - MORNING

7

CARMELLA HILL, Henry's mother, shoves his books under his arm and pushes him into the hallway. We see Henry's two brothers putting on their jackets and picking up their books and almost tripping over another brother's, MICHAEL, wheelchair. We catch a glimpse of two sisters eating breakfast.

We see Henry's construction worker father sipping coffee in kitchen before going to work.

HENRY (V.O.)

At first, my parents loved that I found a job across the street. My father, who was Irish, was sent to work at the age of eleven, and he liked that I got myself a job. He always said American kids were spoiled lazy.

CARMELLA

(to the brood)

Come on. Come on. You'll all be late.

HENRY (V.O.)

And my mother was happy after she found out that the Ciceros came from the same part of Sicily as she did. To my mother, it was the answer to her prayers.

We see Henry's mother shove him out the door with his school books.

8 EXT. STREET SIDE OF DOOR - DAY

8

Carmella, in doorway, watches Henry go down the block toward school.

(CONTINUED)

8

CONTINUED:

8

When Henry turns the corner, along with other school-bound youngsters, we see he suddenly stops. The other school children keep walking. Henry carefully sticks his head around the corner. His mother is no longer there.

We see Henry race across the street toward the cabstand.

HENRY (V.O.)

I was the luckiest kid in the world.

9

EXT. CABSTAND - DAY

9

We see Henry leap into the air to catch a set of car keys.

HENRY (V.O.)

I could go anywhere.

10

EXT. CABSTAND PARKING LOT - DAY

10

We see Henry, who can hardly see over the dashboard, jockeying a mobster's Caddy around the cabstand parking lot. We see other kids, Henry's age, watching Henry, in awe, from behind a fence.

HENRY (V.O.)

I could do anything.

11

INT. CABSTAND BACKROOM - DAY

11

We see Henry watching two uniformed cops laughing with Tuddy and some hoods while stuffing whiskey bottles under their tunics.

HENRY (V.O.)

I knew everybody and everybody knew me.

12

EXT. SIDEWALK OUTSIDE CABSTAND - DAY

12

We see Henry trying to sip hot espresso coffee just like the big guys, except we see Henry grimace because the coffee is too hot and far too bitter.

HENRY (V.O.)

But it wasn't too long before my parents changed their minds. For them, the cabstand was supposed to be a part-time job, but for me, it was full-time.

CUT TO:

13 INT. REAR OF CABSTAND

13

Tuddy is folding and placing long sheets with policy bets into a brown paper bag. In the b.g., we see hoods going through boxes of stolen orange and blue cardigan sweaters. Henry waits at Tuddy's side until Tuddy finishes making a notation on a slip of paper. Tuddy holds the paper bag in his hands and...

TUDDY

(to Henry, with
a smile)

Okay.

14 EXT. CABSTAND

14

We see Henry running out the cabstand door carrying the paper bag. He runs past half a dozen hoods, lounging outside on wooden chairs, wearing orange and blue sweaters.

HENRY (V.O.)

People like my father could never understand, but I was a part of something. I belonged. I was treated like a grown-up. Every day I was learning to score.

15 INT. HENRY'S HOUSE - KITCHEN

15

FATHER

(in mock concern)

Did you study hard in school today?
Did you learn a lot? Huh?

Henry is silent and begins backing away.

FATHER

I can't hear you, you little liar.
(waving the letter)
I got this from the school. They
say you haven't been there in
months.

Henry tries to dart past his Father, but he cannot escape. Henry gets a blow on the back of his head. Henry's mother starts to interfere, but is pushed back.

FATHER

(beating Henry, but
glaring at Carmella)

Little lying bastard.

Carmella screams. Henry doubles up.

(CONTINUED)

15

CONTINUED:

15

Henry's Father keeps pounding away.

CLOSE ON HENRY'S FACE

FREEZE IN ACTION ON:

HENRY'S FATHER'S FACE

HENRY (V.O.)

My father was always pissed off. He was pissed that he had to work so hard. He was pissed that he made such lousy money. He was pissed that there were seven of us living in a tiny house. But after a while, he was mostly pissed that I hung around the cabstand. He said they were bums and that I was a bum. He said I was going to get into trouble. I used to say I was only running errands after school, but he knew better. He knew what went on at the cabstand and, every once in a while, usually after he got his load on, I had to take a beating. But by then, I didn't care. No matter how many beatings I took, I wouldn't listen to what he said. I don't think I even heard him. The way I saw it, everybody has to take a beating some time.

UNFREEZE and continue the beating.

CUT TO:

HENRY'S SWOLLEN AND BEATEN FACE

16

INT. CABSTAND - BACKROOM

16

TUDDY

What happened to you?

HENRY

I can't make any more deliveries.

(CONTINUED)

16

CONTINUED:

16

TUDDY

Whadda you mean, you can't make any more deliveries? You're going to fuck up everything?

HENRY

My father got a letter from the school. He said the next time he'll kill me.

CUT TO:

17

INT. AUTOMOBILE

17

Three HOODS and Henry in parked car outside the post office.

HOOD #1

(pointing to one postman)

Is that the one?

HENRY

No.

HOOD #2

(pointing at another)

Him?

HENRY

No.

(pause)

There. That's him. That's the guy.

Hood #1 and Hood #2 get out of the car and grab the stunned MAILMAN. He loses his hat and spills some mail as they shove him into the car's rear seat.

18

INT. NEIGHBORHOOD PIZZERIA

18

Tuddy Vario is standing in front of a pizza oven. Henry watches the Hoods shove the Mailman against the side of the oven. We see Paul Cicero in the b.g.

TUDDY

(pointing to Henry)

You know this kid?

MAILMAN

(barely able to speak)

Yes.

(CONTINUED)

18

CONTINUED:

18

TUDDY

You know where he lives?

Mailman nods.

TUDDY

You deliver mail to his house?

Mailman nods again.

TUDDY

From now on, any letters to the kid from his school come directly here. Do you understand? One more letter from the school to the kid's house and...

Tuddy looks at Paul Cicero, who nods, and the Hoods pull down the door of the pizza oven and shove the Mailman up close.

TUDDY

... you're going in the oven headfirst.

FREEZE ON Mailman's face, smeared against the hot stove.

HENRY (V.O.)

That was it. No more letters from truant officers. No more letters from school. In fact, no more letters from anybody. How could I go back to school after that and pledge allegiance to the flag and sit through good government bullshit.

CUT TO:

*

18A

EXT. STREET

18A

*

Tuddy and Henry running in the rain to Paulie's house.

*

HENRY (V.O.)

Paulie hated phones. He wouldn't have one in his house.

*

*

*

CUT TO:

*

TUDDY AND HENRY

*

talking to Paul in the doorway of his house.

*

(CONTINUED)

18A

CONTINUED:

18A

HENRY (V.O.)

He used to get all his calls second-hand. Then you'd have to call the people back from an outside phone booth.

CUT TO:

TUDDY AND HENRY - ANOTHER ANGLE

running back in the rain.

HENRY (V.O.)

There were guys, that's all they did, was take care of Paulie's phone calls.

19

EXT. MOB SOCIAL CLUB - DAY

19

We see Henry entering a mob social club, nodding to a friendly cop lounging outside, past wiseguys in sleeveless underwear sunning themselves in front of the club. We see a couple of menacing hoods smile and nod hello at Henry.

REAR YARD OF SOCIAL CLUB

Hoods are cooking sausages and peppers on grill. There are bottles of homemade wine and keg of beer.

We see Paul Cicero holding court while eating a sausage sandwich.

(CONTINUED)

19

CONTINUED:

19

There are hoods standing around him at a respectful distance. Only Tuddy approaches him with ease.

We see a hood talk to Tuddy. We see Tuddy relay the message to Paul. We see Paul say something to Tuddy, who nods back to the hood and then motions to Henry to come over. We see Tuddy bend down a little and whisper in Henry's ear.

DOLLY IN ON Paul's face.

HENRY (V.O.)

Hundreds of guys depended on Paulie and he got a piece of everything they made. It was tribute, just like the old country, except they were doing it in America. All they got from Paulie was protection from other guys looking to rip them off. That's what it's all about. That's what the F.B.I. can never understand -- that what Paulie and the organization does is offer protection for people who can't go to the cops. They're like the police department for wiseguys.

20

EXT. USED CAR LOT - NIGHT

20

We see Tuddy in his car, hand Henry a hammer, some rags, and a five gallon can of gasoline.

TUDDY

(driving away)

I'll be up at the corner.

We see Henry BREAK the WINDOWS of about six cars parked facing the sidewalk.

HENRY (V.O.)

People looked at me differently.
They knew I was with somebody.

We see Henry shove the gas-soaked rags through the broken car windows. Henry looks up the block where Tuddy has parked. We see Tuddy (from Henry's POV) look around and nod. Henry immediately begins tossing lighted matchbooks through the smashed car windows.

(CONTINUED)

HENRY (V.O.)

I didn't have to wait on line at the bakery on Sunday morning anymore for fresh bread. The owner knew who I was with, and he'd come from around the counter, no matter how many people were waiting. I was taken care of first.

Suddenly the night EXPLODES in orange brightness. We see Henry begin to run toward Tuddy's car as the cars he has ignited begin to EXPLODE behind him.

HENRY (V.O.)

Our neighbors didn't park in our driveway anymore, even though we didn't have a car. At thirteen, I was making more money than most of the grownups in the neighborhood. I had more money than I could spend. I had it all.

FREEZE ON Henry's silhouette against the darkness like a man in hell.

HENRY (V.O.)

One day some of the kids from the neighborhood carried my mother's groceries all the way home for her. It was out of respect.

CUT TO:

EXT. HENRY'S HOUSE - DAY

Henry's mother opens door of house, bright daylight.

MOTHER'S POV

She sees grey lizard shoes, grey pinstriped trousers, grey silk shirt, Billy Eckstein collar, yellow silk tie, and double-breasted jacket. She looks up and sees Henry's smiling face.

MOTHER (O.S.)

(aghast)

My God! You look like a gangster.

CUT TO:

SCREAMING MAN

running toward the pizzeria, holding his hand.

We see Henry standing near front of store.

MAN

(screaming)

I've been shot! Help! Help!

TUDDY

(from rear of store,
to Henry)

Close the door. Don't let him in.

Henry grabs a chair, takes it outside for the man to sit on and closes the pizzeria door.

The man collapses in the seat and Henry immediately starts wrapping the man's shredded and bleeding hand in his apron. The man is turning white and praying.

HENRY

(soothing the man)

It's okay. It's okay. They're getting an ambulance.

We see Henry prop the man in his chair and race into the pizzeria for more aprons which he takes outside and wraps around the man's bleeding hand, just as an ambulance pulls up.

We see Tuddy come up behind Henry as the man is rushed away.

HENRY (V.O.)

It was the first time I had ever seen anyone shot.

TUDDY

(angry)

You're some fucking jerk.

We see that Henry is stunned.

TUDDY

You wasted eight fucking aprons on that guy.

HENRY (V.O.)

I remember feeling bad about the guy. But I remember feeling that maybe Tuddy was right. I knew Paulie didn't want anybody dying in the building.

CUT TO:

Henry is making a ham and cheese sandwich. CAMERA TRACKING THROUGH room full of people playing cards, THROUGH professional card dealers skittering cards across green felt tables, THROUGH bodyguards watching the door, THROUGH Tuddy Vario walking around the tables, THROUGH Paul Cicero standing quietly on the side, THROUGH Henry giving the sandwich to one of the players.

HENRY (V.O.)

It was a glorious time. Wiseguys were all over the place. It was before Apalachin and before Crazy Joey decided to take on a boss and start a war. It was when I met the world. It was when I first met James Conway.

CAMERA COMES TO REST when James Conway walks in the door.

CUT TO:

HENRY

looking at James.

HENRY (V.O.)

He couldn't have been more than twenty-four or twenty-five at the time, but he was already a legend. He'd walk in the door and everybody who worked the room went wild. He'd give the doorman a hundred just for opening the door. He shoved hundreds in the pockets of the dealers and who ran the games. The bartender got a hundred just for keeping the ice cubes cold.

Henry sees Cicero give Conway a hug around the shoulder. Henry sees James handing money to the doorman. Henry watches players timidly move their chairs slightly to make room for James. Henry sees James pull out a wad of bills and sit down.

JAMES

(to Henry, who is standing near the bar)

Hey, kid! Get me a seven and seven.

We see Henry make the drink and bring it to James. Cicero is standing next to James.

(CONTINUED)

23

CONTINUED:

23

CICERO

(his arm around
Henry's shoulder)

Henry. Say hello to James Conway.

We see James slip a \$20 bill in Henry's shirt pocket.

JAMES

(lifting his drink
to Henry)

Keep 'em coming.

FREEZE FRAME ON James.

HENRY (V.O.)

James was one of the most feared guys in the city. He was first locked up at eleven and was doing hits for mob bosses when he was sixteen. Hits never bothered him. It was business. But what he really loved to do was steal. I mean, he actually enjoyed it. James was the kind of guy who rooted for the bad guys in the movies. He was one of the city's biggest hijackers. Clothes. Razor blades. Booze. Cigarettes. Shrimp and lobsters. Shrimp and lobsters were the best. They went fast.

24

EXT. TRAILER TRUCK (NEAR IDLEWILD AIRPORT) - NIGHT

24

The trailer truck is stopped at a light in a deserted area near JFK Airport. We see the driver being quietly led to a car where James Conway is standing. We see James routinely take the driver's wallet. There is absolutely no resistance.

HENRY (V.O.)

And almost all of them were
gimmie's.

CUT TO:

CLOSEUP - WALLET

We see James put a \$50 bill in the driver's wallet.

(CONTINUED)

24

CONTINUED:

24

HENRY (V.O.)

They called him James the Gent.
The drivers loved him. They used
to tip him off about the really
good loads. Of course, everybody
got a piece. And when the cops
assigned a whole army to stop him...

(pause)

... James made them partners.

CUT TO:

25

EXT. CABSTAND PARKING LOT - CLOSEUP - ROWS OF CIGARETTE 25
CARTONS - DAY

piled inside a large trailer truck.

James and Tommy DeVito, a youngster about Henry's age,
are moving large cigarette cartons toward truck tail-
gate. While James is dressed like a truck driver, Tommy
is very nattily dressed in a sharply-cut suit and highly
buffed shoes.

James and Tommy are loading the cartons into the arms of
a woman SCHOOL-CROSSING GUARD who is having difficulty
carrying the load.

JAMES

Tommy. Help the lady.

We see Tommy scramble down from the truck and help the
School-Crossing Guard to her own car where we see she
already had a load of the cartons.

We see Henry standing near her car and watching.

SCHOOL-CROSSING GUARD

(driving off)

Thank you, sweetheart.

CUT TO:

JAMES

standing between Tommy and Henry.

JAMES

(to Henry)

Say hello to Tommy. You'll do
good together.

CUT TO:

(CONTINUED)

25 CONTINUED:

25

POLICE CAR

pulling onto the sidewalk where Henry, Tommy and James are standing. The COPS recognize James.

COP #1

Anything good?

Henry watches James smile and toss a couple of cartons of cigarettes into their radio car.

The Cops wave and drive off.

26 EXT. FACTORY GATE - QUITTING TIME

26

We see Henry busily selling cartons to workers. Tommy is getting cartons out of the trunk of a car parked nearby. Henry is so busy he can hardly keep the money and cash straight. Instead of the neat roll we saw on James, Henry's cash is a wrinkled mess. Some of it is rolled, some folded, some in different pockets. We see Henry approached by two city DETECTIVES.

DETECTIVE #1

What do you think you're doing?

DETECTIVE #2

Where did you get these cigarettes?

HENRY

(offering them cartons)

It's okay.

Detective #1 roughly grabs Henry's arm. Detective #2 grabs Henry's cigarette cartons. We see Henry pull his arm away and one of the Detectives slaps him across the face.

We see that Tommy is about to say something, but runs away instead.

27 INT. CABSTAND - DAY

27

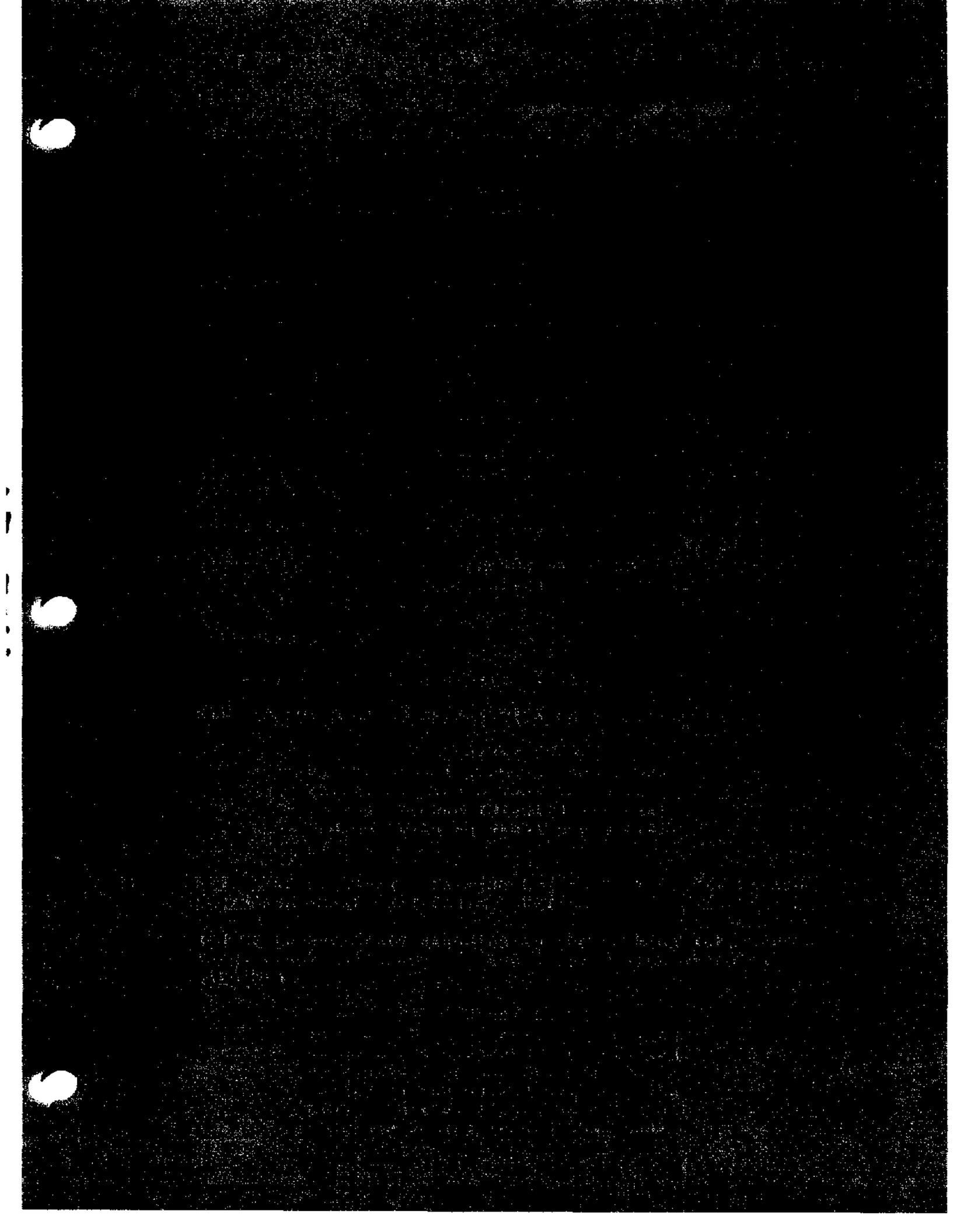
We see Tommy talking to Tuddy and assorted hoods at the cabstand.

28 INT. COURTROOM - "AR-1" (ARRAIGNMENT PART 1)

28

Henry is waiting along with dozens of hookers, nodding junkies, muggers and shoplifters. When Henry's case is called, we PAN TO a well-dressed mob lawyer. Henry, who has never seen the lawyer before, walks to the prosecutor's, rather than the defendant's table. A court clerk nods him over toward his own lawyer.

(CONTINUED)



31 CONTINUED:

31

We see DRIVER get out of truck with ENGINE still RUNNING and leave door open. He nods to Henry who does not respond and the Driver casually walks toward the diner.

HENRY (V.O.)

If any of the truckers or airlines gave us trouble, Paulie had his union people scare them with a little strike. It was beautiful. It was an even bigger money-maker than numbers, and James was in charge. Whenever we needed money, we'd rob the airport. To us, it was better than Citibank.

32 INT. TABLE IN DINER

32

We see Driver rise from debris of breakfast dishes, leave a tip and pay the cashier. He walks out the door toward his truck in the parking lot.

HOLD ON the door.

Driver rushes back in through the door toward the cashier.

DRIVER

(flushed and
agitated)

Hurry, gimme the phone. Two niggers just stole my truck.

33 INT. SONNY BUNZ'S LOUNGE - DUSK

33

A cavernous room within earshot of the airport that looks like a movie nightclub. No matter when you walk into the Bunz Lounge it's always the middle of the night.

CAMERA TRACKS PAST the zebra-striped banquettes and bar stools, past sharp businessmen, bookmakers and hoods.

HENRY (V.O.)

There was James and Tommy and me. And there was Anthony Stabile, Franky Carbone, Fat Andy, Frankie the Wop, Freddy No Nose, Pete the Killer, Johnny Bianco, Mikey Franzese, and Jimmy Two Times, who got that nickname because he said everything twice. Like, 'You wanna get the papers, get the papers.'

(CONTINUED)

CAMERA TRACKS TO the backroom which we see is filled with racks of clothes, boxed television sets, new toaster ovens and stereos. We see MAN rolling racks of fur coats into the room which looks like a discount store warehouse.

MAN
(to Sonny)
Sonny, we got the coats.

SONNY
(ignoring the Man
and to Henry)
You got any suits?

HENRY
Not till Thursday.

SONNY
(closing door to
backroom)
I need suits.

CUT TO:

HENRY, JAMES, TOMMY AND ASSORTED HOODS AND THEIR GIRL FRIENDS

are having a party. There are champagne buckets around the table which is littered with steak and lobster dishes. The table is a mess and everyone is laughing. We see Henry look at his watch and look at the lounge's entrance.

HENRY (V.O.)
For us to live any other way was nuts. To us, those goody-good people who worked shitty jobs for bum paychecks, who took the subway to work every day and worried about their bills, were dead. They were suckers. They had no balls. If we wanted something, we just took it. If anyone complained twice, they got hit so bad they never complained again. It was routine. You didn't even think about it.

CUT TO:

(CONTINUED)

DOORWAY OF BUNZ LOUNGE

We see FRENCHY McMAHON, a beefy man in a leather windbreaker, enter.

We see Henry get up and go over to greet him.

CUT TO:

BAR

Henry and Frenchy embrace.

Frenchy is still wearing his Air France cargo worker's coveralls under his leather jacket and we see the "Air France" logo and the name "Frenchy" in script over the coverall's breast pocket.

FRENCHY
 (trying to whisper
 above the din)
 It's all there. I can get you
 past the alarms and I can get the
 key.

We see Henry turn to table and wave at James to join them at the bar.

CUT TO:

TABLE

We see James get up and go to the bar.

We see Tommy at the table with SONNY BUNZ, the owner, hovering around. Sonny Bunz is holding a thick sheaf of bills. We see Sonny timidly approach Tommy by whispering in his ear. In the b.g., we also see the face of a terrified waiter.

TOMMY
 (putting his arm
 around Sonny's
 shoulder)
 It's okay. Put it on the tab.

SONNY
 (whispering with fear
 all over his face)
 Tommy, it's not just this. Tommy,
 please. It's seven grand here.

We see Tommy just stare menacingly at Sonny.

(CONTINUED)

SONNY

(he started, he
might as well
finish)

Tommy, I need the money, Tommy,
please. I owe the world.

TOMMY

(leaping from the
table in a rage)

You sonofabitch fuck. Are you
calling me a deadbeat? The money
I spent here? Embarrassing me in
front of my friends. You
miserable fuck.

(turning to his pals)

Can you believe this bastard?

(back to terrified

Sonny)

Ungrateful fuck! I oughta break
your fucking legs!

We see Sonny Bunz flee toward his office, with Tommy
making a half-hearted gesture to follow, but instead, he
walks over and joins Henry, James and Frenchy at the
bar. He is smiling.

FRENCHY

(to Tommy)

Hey, Tommy. Have a drink.

We see Sonny Bunz meekly seated at table facing Paul
Cicero. Henry is standing behind Sonny Bunz for support.

CICERO

(groaning)

If you knew those fucking kids.
They're nuts. Especially that
Tommy. What am I going to do with
them?

SONNY

(sweating)

But I'm worried. I'm hearing all
kinds of things. Paulie. You
know me all my life. I've always
done the right thing.

CICERO

You think that matters? You
think they give a shit about
anything? The little bastards.

(CONTINUED)

SONNY

But it isn't right, Paulie. That Tommy he's making trouble for me all over town. I can't go here. I can't go there.

CICERO

You? You think you're the only one? I've talked to them a million times, but they don't listen.

SONNY

(weakly)
But, Paulie, please.

CICERO

(barely listening)
Someday they'll get what's coming to them. That's the only way they'll stop.

SONNY

(pleading)
Paulie, I swear, I'm afraid. The guy's nuts. What do I have to do? Whatever I gotta do, I'll do.

CICERO

(arms outstretched
like a saint)
What can I do? If I could do something, don't you think I would?

Sonny looks up at Henry for support.

HENRY

(to Sonny)
Tell him. It's okay.

CICERO

What?

SONNY

I was thinking that maybe you could come in with me. Take a piece of the place. If you were with me, maybe then they'd have to lay off.

CICERO

What do I need...

(CONTINUED)

34 CONTINUED: (2)

34

SONNY
(interrupting)
I mean it. We could do good.

CICERO
You want a partner?

SONNY
Please.

35 EXT. BUNZ LOUNGE - CURBSIDE - DAY

35

We see trucks with liquor, beer, sides of beef, even furniture like bar stools and large mirrors being unloaded and delivered into the front door.

HENRY (V.O.)
Now the guy's got Paulie for a partner. Any problems, he goes to Paulie. Trouble with the bill? He can go to Paulie. Trouble with the cops? Deliveries? Tommy? He can call Paulie.

36 INT. BUNZ LOUNGE - DAY

36

We see Henry and two hoods from cabstand checking the cases of liquor being delivered into the lounge. The entire room is filled floor to ceiling with cases of whiskey, wine, crates of lobster, and shrimp, and stacks of table linen and sides of beef. The place looks like a warehouse.

HENRY (V.O.)
But now the guy has got to come up with Paulie's money every week, no matter what. Business bad? Fuck you, pay me. You had a fire? Fuck you, pay me. The place hit by lightning? Fuck you, pay me. Also, Paulie could do anything. Especially run up bills on the joint's credit. Why not? Nobody's gonna pay for it anyway.

37 EXT. BUNZ LOUNGE - REAR ALLEYWAY - DAY

37

We see cases of liquor, wine, etc., being carried out of the rear door of the lounge by hoods from the cabstand and loaded onto U-Haul trucks.

(CONTINUED)

37 CONTINUED:

37

HENRY (V.O.)

As soon as the deliveries are made in the front door, you move the stuff out the back and sell it at a discount. You take a two hundred dollar case of booze and sell it for a hundred. It doesn't matter. It's all profit.

38 INT. BUNZ LOUNGE OFFICE

38

Henry, James and Tommy are standing around the small workman's table. There is no desk. The office looks denuded of furniture. A lawyer is going over papers.

A terrified, unshaven Sonny Bunz is seated behind the desk. The lawyer is showing him where to sign.

HENRY (V.O.)

And, finally, when there's nothing left, when you can't borrow another buck from the bank or buy another case of booze, you bust the joint out.

CUT DIRECTLY TO:

LARGE CLOSEUP - HANDS

making rolls of toilet paper being kneaded into long rolls with Sterno.

CUT TO:

HENRY AND TOMMY

shoving wads of Sterno paper into the ceiling rafters.

HENRY (V.O.)

You light a match.

CUT TO:

CLOSEUP - MATCH

lighting rolls of Sterno paper.

39 EXT. BUNZ LOUNGE - CURBSIDE - NIGHT

39

The street is empty. Henry and Tommy are seated in Henry's car. They are watching the Bunz Lounge.

(CONTINUED)

TOMMY

(to Henry)

You gotta help me. Okay? This girl I told you about? Helene? She's from the Five Towns. She's Jewish. She won't go out with me alone. Can you believe this shit? She's fucking prejudiced, but she's built. She's never been out with an Italian before. She says she'll only go out on a double date with her girl friend. You believe this shit? But you gotta see her. I mean, she's beautiful.

HENRY

(laughing)

Will you get the fuck out of here.

TOMMY

Is it my fault she won't go out without her girl friend? For Chrissake. Come on. You don't even have to stay. Jeesus! What's the big deal?

HENRY

Tommy...

CUT TO:

HENRY AND TOMMY

watching smoke coming out of basement windows of Bunz Lounge.

TOMMY (O.S.)

(back to conversation)

I swear you don't have to do nothing. You just show up and then leave. What do you think, I want you around? All I need is for you to get me started.

We hear CAR ENGINE START.

INT. QUIET PLUSH BANQUET IN VILLA CAPRA

a red damask restaurant. Tommy and Henry are seated on the outside of a U-shaped banquet with their two girls, Helene and Karen, seated inside. Helene is being wooed and pawed by a blissful Tommy. Helene is enjoying every bit of Tommy's undivided attention.

(CONTINUED)

40

CONTINUED:

40

Karen has not touched her melted baked Alaska and is looking directly at Henry. Henry is stirring his coffee.

HENRY (V.O.)

I had a meeting with Tuddy around eleven o'clock and here I am a back-up guy.

KAREN

(sarcastically)

Have more coffee. It'll wake you up.

HENRY (V.O.)

I couldn't wait to get away. I was ordering the dessert when they were eating dinner. When they were having coffee, I was asking for a check.

TOMMY

(to Henry, while hugging Helene)

Isn't she great? Isn't this great? Let's do it tomorrow night? Okay?

KAREN (V.O.)

I couldn't stand him. I thought he was really obnoxious. He kept fidgeting around.

41 EXT. RESTAURANT - PARKING LOT - NIGHT

41

We see Henry pushing Karen into the car.

KAREN (V.O.)

Before it was even time to go home he was pushing me into the car...

42 EXT. KAREN'S HOUSE - CURBSIDE - NIGHT

42

We see Henry hurrying Karen out of the car.

KAREN (V.O.)

... and then pulling me out. It was ridiculous. But Helene and Tommy had made us promise to meet them again on Friday night. We agreed. Of course, when Friday night came around, Henry stood me up.

43 INT. VILLA CAPRA RESTAURANT - NIGHT

43

We see Tommy, Helene and Karen seated at a table set for four.

KAREN (V.O.)

We were a trio instead of a double-date that night, but I made Tommy take me looking for him.

44 EXT. CABSTAND SIDEWALK - NIGHT

44

A hot night. The hoods have moved to the sidewalk where we see them sitting in sleeveless underwear, watching the street.

We see Henry leave the cabstand when suddenly a CAR SCREECHES up on the sidewalk directly in front of him. The hoods scatter and we see that Henry is terrified.

KAREN

(charging out
of the door,
screaming)

You've got some nerve. Standing me up. Nobody does that to me. Who do you think you are? A big shot?

CUT TO:

HENRY

who sees Tommy and Helene in the car, laughing.

HENRY

(embarrassed and
defensive)

I didn't know. I swear. I thought it was next week.

KAREN

Liar!

CUT TO:

HENRY

who sees the wiseguys laughing.

HENRY

Take it easy. We can talk about it.

(CONTINUED)

44

CONTINUED:

44

HENRY (V.O.)

She's screaming on the street
and I mean loud, but she looked
good. She had these violet eyes.
I remember she's screaming, but
mostly I'm looking at her eyes.
They were just like Elizabeth
Taylor's. That's what everybody
said.

KAREN

(furious)

Talk? To you? After what you
did!

HENRY

I thought you were going to stand
me up. You looked bored. You
didn't say anything. What did you
expect. Tommy was all over me.
Right?

We see Karen relax for a second.

HENRY

Come on, let me make it up.

45

INT. ENTRY TO KAREN'S SUBURBAN HOME - ANGLE ON GOLD
CROSS AROUND MAN'S NECK - NIGHT

45

and TILT UP. Henry is all smiles and slicked-up, stand-
ing in the door wearing a grey suit and open-necked black
silk shirt with a gold cross on chain.

KAREN

(filled with alarm)

Button your shirt, quick! Hurry.

Henry buttons his shirt as Karen's Mother comes to the
door.

KAREN

Ma, this is my friend, Henry Hill.

MOTHER

My daughter says you're half-
Jewish?

46

EXT. COPACABANA - NIGHT

46

Henry gives the keys and a rolled-up twenty dollar bill
to the doorman at the building across the street and
steers Karen toward the Copa.

(CONTINUED)

KAREN

What're you doing? What about
the car?

HENRY

(while pushing her
through the crowd
waiting to get in)
He watches it for me. It's
better than waiting at a garage.

We see Henry deftly steer Karen away from the Copa's main entrance and down the basement steps. A huge bodyguard, eating a sandwich in the stairwell gives Henry a big "hello." We see Henry walk right through the basement kitchen, which is filled with Chinese and Latino cooks and dishwashers who pay no attention. Karen is being dragged along, open-mouthed, at the scene. Henry starts up a stained kitchen staircase through a pair of swinging doors and suddenly Karen sees she is inside the main room. The harried maitre d' (he is surrounded by customers clamoring for their tables) waves happily at Henry and signals to a CAPTAIN. We see a table held aloft by two waiters wedging their way toward the stage and plant the table smack in front of what had until that moment been a ringside table. As Henry leads Karen to their seat, she sees that he is nodding and shaking hands with many of the other guests. We see Henry quietly slip twenty dollar bills to the waiters.

KAREN

(sitting down)

You gave them twenty dollars each?

We see the Captain approach with champagne.

CAPTAIN

This is with Mister Tony, over
there.

HENRY

Where, over there?

CAPTAIN

Over there, over there.

Karen watches Henry turn around and wave at a 280-pound hood.

KAREN

What do you do?

(CONTINUED)

46 CONTINUED: (2)

46

HENRY
 (toasting Karen
 and clinking
 glasses)
 I'm in construction.

KAREN
 (taking his hands)
 They don't feel like you're in
 construction.

Henry turns to the stage where the lights begin to dim
 and Henry Youngman walks out.

HENRY
 I'm a union delegate.

47 EXT. AIR FRANCE CARGO AREA - NIGHT

47

On loading platform we see Henry and Tommy dressed in
 Air France coveralls.

Henry is carrying a large suitcase.

Suddenly we see Frenchy McMahon come through a door,
 slip Henry a key and lead them back into the office area
 near the entrance.

Henry goes to the door marked "SECURITY AREA" that
 Frenchy points out and opens it with the key. Henry and
 Tommy go inside.

CUT TO:

HENRY AND TOMMY

coming out with the suitcase, close the door and walk
 right past Frenchy without saying a word.

48 INT. CABSTAND - BACKROOM - NIGHT

48

We see the suitcase open on the desk. We see Cicero,
 James, Henry and Tommy standing around, wreathed in
 smiles. Henry is counting stacks of cash, spreading
 them all over the desk.

HENRY (V.O.)
 Air France made me. We walked out
 with four hundred and twenty
 thousand dollars without a gun.
 And we did the right thing.

Henry counts up \$420,000 and slides ten packages of \$100
 bills in front of Cicero who stands up and proudly kisses
 Henry on the cheek.

(CONTINUED)

48

CONTINUED:

48

James and Tommy, both aglow with the moment, look on. It is clear that Henry has come of age.

CUT TO:

HENRY'S FACE

CICERO

(to Henry)

It's a lot of money for a kid.
If anyone asks, just say you won
it shooting crap.

49

EXT. BEACH CLUB - DAY

49

Henry and Karen are at a sun-drenched table after paper-cup and paper plate lunch where Henry is trying to pay cash.

KAREN

(touching Henry's arm)

No. No. You've got to sign for
it.

We see athletic young men and women in white clothes carrying tennis and squash rackets walk by. One young man, Bruce, says hello to Karen. She introduces him to Henry.

KAREN

(after Bruce walks
on)

He lives across the street.

CUT TO:

CHAMPAGNE

being sent to table.

50

INT. NIGHTCLUB - NIGHT

50

CAMERA PANS TO stage where we see singer's back and Henry and Karen at a luxurious ringside table with linen, silver, and crystal.

KAREN (V.O.)

One night Billy Daniels sent us
champagne. There was nothing like
it. I didn't think that there was
anything strange in any of this --
you know, a twenty-one-year-old
kid with such connections.

CUT TO:

51 INT. HENRY'S CAR - DAWN

51

Henry and Karen are sipping champagne from Copa glasses in car parked outside her house.

KAREN (V.O.)

He was an exciting guy. He was really nice. He introduced me to everybody. Everybody wanted to be nice to him. And he knew how to handle it.

CUT TO:

52 INT. MORRIS KESSLER'S QUEENS BOULEVARD WIG AND BEAUTY SALON - ANGLE ON MORRIS'S TELEVISION COMMERCIAL - DAY

52

We see Morris swimming the length of a pool, surrounded by adoring models in bathing suits.

MORRIS (V.O.)

(on TV)

They'll stay put even in a typhoon. And I should know. I'm the president of the company.

We see Morris and Henry standing near TELEVISION set, COMMERCIAL is repeated over and over. Morris is taking bets on the phone and complaining to Henry.

We see an agitated James Conway in b.g. poking at wigs and looking toward Henry and Morris.

MORRIS

(complaining sotto voce to Henry while taking bets on the phone)

James's busting my chops.

(into phone)

Okay, give 'em eight to five on Cleveland.

(hangs up phone and to Henry, while nervously eyeing in the other room)

He wants three points over the vig. From me? I don't believe this shit?

HENRY

(pleading)

Morris. Please. You know James. You borrowed his money. Pay 'em.

(CONTINUED)

MORRIS

(so outraged his
voice gets louder)

I didn't agree to three points
over the vig. What am I, nuts?
I didn't need it that much.

HENRY

(getting exasperated)

What are you gonna do? Fight
with him? He wants his money.

MORRIS

Fuck 'em. I never paid points.
I always did the right thing. Did
I ever bust his balls? Did I?
Did I? I could have dropped a
dime a million times, and I
wouldn't have had to pay dick.

HENRY

(getting annoyed)

Morris, you're talking crazy.
Drop a dime? Call the cops?
Don't even let anybody hear such
bullshit. Why don't you just
pay the man his money and shut
the fuck up.

We see James in b.g. start toward Henry and Morris when
he hears Henry raise his voice.

We see James come up behind Morris and wrap the long
telephone extension cord around Morris's neck. We see
Morris's eye begin to pop. We see Henry try to get his
hands between the wire and Morris's neck while trying
to get James to stop.

JAMES

(total fury)

You got money for your bullshit
television, don't you? I gotta
watch you swimming back and forth
on T.V. all night long, don't I?
You got money for that, but you
don't have my money?

HENRY

James. He'll be okay. He's good
for it. Relax.

We see Morris nodding in agreement that he will pay.

Suddenly, the PHONE RINGS.

(CONTINUED)

52 CONTINUED: (2)

52

We see James, Henry and Morris frozen for a second. We see James relax the cord. We see Morris pick up the phone. The extension cord is still loosely wrapped around his neck.

MORRIS
(handing Henry
the phone)
It's for you.

Henry takes the phone.

HENRY
(fury crosses
his face)
Wait there.

Henry races out the door, leaving Morris and James docilely looking after him as he runs out the door.

53 EXT. ROADSIDE TELEPHONE BOOTH ON HIGHWAY 53

We see Karen waiting at booth as Henry pulls up.

54 INT. HENRY'S CAR 54

KAREN
(crying and dishev-
elled)
I've known him all my life. He just started grabbing at me. He wouldn't stop. And when I hit him across the nose with my shoe, he got mad and shoved me out.

55 EXT. KAREN'S PARENTS' HOUSE 55

Henry's car is parked at the curb. A new red Corvette is parked across the street.

HENRY
Go inside. I'll be right there.

KAREN
What are you gonna do?

HENRY
Get inside!

When Karen gets out of the car, we see Henry reach under the seat for a snub-nose .38 revolver.

56

EXT. CORVETTE DRIVEWAY

56

We see Henry walk down driveway to the back yard area where BRUCE and two of his brothers are talking. Bruce sees Henry and walks toward him. Bruce's two brothers are smirking.

BRUCE

What do you want?

They get close.

BRUCE

(annoyed and
menacing)

Hey! Fucko! You want something?

With absolutely no warning, Henry reaches out and grabs Bruce's hair with one hand and pulls his gun out of his waistband with the other. In almost one motion, Henry smashes the gun across Bruce's face. Teeth fall from Bruce's mouth. The two brothers, still not seeing the gun, start toward Henry, but Henry continues to pound the gun into Bruce's face like a dinner gong. Bruce's head is still off the ground only because Henry refuses to let go of his hair. Bruce's brothers realize Henry has a gun. They freeze and back off.

WOMAN (O.S.)

(from a window)

Help! Police! He's got a gun!
Police! Quick! Murder!

Henry drops Bruce to the ground.

57

EXT. KAREN'S DRIVEWAY

57

We see Karen standing at the side door as Henry races up and puts something in her hand.

HENRY

(panting)

Here, hold this.

We see Karen look down.

CUT TO:

KAREN'S HAND

holding gun.

CLOSEUP - GUN

(CONTINUED)

57 CONTINUED:

57

KAREN (V.O.)

I know there are women, like my best friends, who would have gotten out of there the minute their boyfriend gave them a gun to hide. 'Feh! You and your gun. Get out of here. Who needs you?' That's what they would have said to him. But I didn't. I've got to admit the truth. It turned me on.

We see Karen look around to make sure no one else has seen her. She then leans over and hides the gun in the milk box at her feet.

58 INT. KAREN'S PARENTS' HOUSE

58

We see hands carefully wrapping a white linen table napkin around some object. We see the napkin and object placed on the floor. We see a man's heel come down and smash the object, which turns out to be a wine glass. We are at a small Jewish living room wedding with a canopy and rabbi and it was Henry who broke the glass as a part of the ritual. Karen's parents are glumly looking on. Henry's parents are even glummer. Only Michael, Henry's brother in the wheelchair, looks pleased.

59 INT. CHATEAU BLEU CATERING HALL

59

Paulie Cicero, Frenchy, Morris Kessler, Tommy DeVito, and all of their wives and fiancées are present.

PAN FROM Henry's and Karen's parents sitting uneasily at different tables.

JUMP CUTS TO:

PAUL CICERO

presiding at a sort of line, introducing Karen to the Cicero family and guests. Henry stands behind Karen, smiling proudly.

KAREN (V.O.)

It was like he had two families. The first time I was introduced to them all at once, it was crazy. Paulie and his brothers had lots of sons and nephews and almost all of them were named Peter or Paul.

(MORE)

(CONTINUED)

KAREN (V.O.) (CONT'D)

It was unbelievable. There must have been two dozen Peters and Pauls at the wedding. Plus, they were all married to girls named Marie, and they named all their daughters Marie. By the time I finished meeting everybody, I thought I was drunk.

CUT TO:

HENRY AND KAREN'S TABLE

Seated nearby are a beaming James Conway and his wife, MICKEY CONWAY

We see Cicero approach and hand Karen an envelope.

CICERO

Here. This is for you.

KAREN

(looking down at
the envelope)

Paulie, you shouldn't.

We see that Cicero's envelope is richly embossed with hearts and flowers and has a clear window in front through which she can see several neatly-folded hundred dollar bills. When Karen looks up, she sees that every wiseguy and his wife are lined up before her and that they are all holding envelopes with clear windows in front.

CUT TO:

KAREN

perspiring a little as she accepts and thanks the dozens of wiseguys giving her the envelopes. We also see Henry has opened a plastic supermarket shopping bag under the table where he is stuffing the envelopes just as soon as Karen accepts them.

CUT TO:

HENRY AND KAREN

getting up to dance.

KAREN

(whispering)

My bag. My bag.

(CONTINUED)

59

CONTINUED: (2)

59

HENRY

(amused)

What bag?

KAREN

(desperate)

The bag with the envelopes.

HENRY

(chiding)

Oh that. Don't worry about that.
Nobody's gonna steal it.

60

INT. KAREN'S MOTHER'S HOUSE - LIVING ROOM - DAWN

60

We see Karen propped up, awake, in a chair. Her father is seated on a sofa, asleep. KAREN'S MOTHER is looking out the window.

KAREN'S MOTHER

He didn't call?

KAREN

He's with his friends.

KAREN'S MOTHER

What kind of person doesn't call?

KAREN

He's a grown man. He doesn't have to call every five minutes.

KAREN'S MOTHER

If he was so grown up he'd get you two an apartment.

KAREN

Don't bring that up. You're the one who wanted us here.

KAREN'S MOTHER

(ignoring the charge)

Look. He's got the whole house in an uproar.

CUT TO:

FATHER

dozing on sofa.

(CONTINUED)

KAREN'S MOTHER

He's got your father upset. Good thing he doesn't have to go to work in the morning. Is this what he deserves?

KAREN

Ma! Please! You're driving me crazy.

KAREN'S MOTHER

Driving you crazy? Don't get me started. You're here a month and sometimes I know he doesn't come home at all. What kind of people are these?

KAREN

Ma! Stop! What do you want me to do?

KAREN'S MOTHER

Do? What can you do? What did you expect? He wasn't Jewish. Did you know how they live? Your father would never stay out this late without calling. In thirty years he never stayed out all night.

CUT TO:

FATHER

sleeping on sofa.

KAREN

Stayed out? Daddy never went out at all.

DISSOLVE TO:

TITLE UP - 6:30 A.M.

We hear CAR DOOR OPEN in front of house.

CUT TO:

KAREN AND KAREN'S MOTHER

open the door together and we see Henry standing in doorway, a little drunk.

(CONTINUED)

60 CONTINUED: (2)

60

Behind Henry we see a car with Tommy DeVito still parked at the curb.

Karen is happy to see him. She smiles.

KAREN'S MOTHER

(angrily)

Where were you? Where have you been? Why didn't you call? We were all worried to death! A married man doesn't stay out like this!

We see Henry look at Karen, look at Karen's Mother and turn around and get back in the car and drive away.

Karen begins to cry.

Karen's father sleepily comes to the door.

KAREN'S MOTHER

(as Henry drives away)

Normal people don't live this way.

61 INT. JAMES AND MICKEY'S ARCHIE BUNKER HOUSE - LIVING ROOM - NIGHT

61

Karen and most of the women we saw at the wedding are at Mickey's cosmetic party. There are large cardboard posters of glamorous models using the cosmetics at Mickey's feet.

KAREN (V.O.)

We weren't married to nine-to-five guys, but the first time I realized how different was when Mickey had a hostess party.

CUT TO:

MICKEY

brushing another woman, ANGIE's, hair while showing off a new brush.

MICKEY

(to Angie)

Angie, sweetheart, you want it fluff?

CUT TO:

(CONTINUED)

ANGIE'S TIRED FACE

black-ringed eyes and thin mouth.

ANGIE

He's the one with the hands. I'd like to smack his face.

WOMAN #1

The red-haired guy? He looks like a farmer?

ANGIE

Sonofabitch. I swear. You can't go through the gate without his hands. I told him. Keep your fucking hands off, you sonofabitch, or I'll cut them off.

We see the women laugh.

ANGIE

He don't know how lucky he is. If I just mentioned it to Vince, I don't even want to know.

WOMAN #1

That's the problem. How can you mention it? Vince'd kill him.

ANGIE

You think I don't know? You think I like to keep this inside? But I gotta, or he'll kill the miserable bastard and he'll be there for life. It's disgusting what you have to put up with.

MICKEY

(while fluffing
Angie's hair)

Look at Jeannie's kid.

ANGIE

What? What happened?

MICKEY

The oldest one. He was in an argument. A lousy ten-dollar card game. The kid pulls out a gun. It goes. The kid gets killed. The grandmother hears it and finds out he's been arrested.

(MORE)

(CONTINUED)

61 CONTINUED: (2)

61

MICKEY (CONT'D)

She has a heart attack. She drops dead right on the spot. Now Jeannie's got a husband and son in jail and a mother in the funeral parlor.

ANGIE

But he was always a bad kid, that one.

MICKEY

No. Come on. It was the younger one that was the bad one.

KAREN (V.O.)

(continuing over
dialogue)

They had bad skin and wore too much makeup. I mean they didn't look very good. They looked beat up.

CLOSEUP - WOMEN

talking.

KAREN (V.O.)

You never saw teeth like that where I was growing up and the stuff they wore was thrown together and cheap. A lot of pants suits and double-knits. And they talked about how rotten their kids were and about beating them with broom handles and leather belts, but that the kids still didn't pay any attention. When Henry picked me up, I was dizzy.

62 INT. KAREN'S MOTHER'S HOUSE - BEDROOM - NIGHT

62

We see they are getting ready for bed.

KAREN

I don't know. I don't know if I could live that way. What if, God forbid, you go to prison. Mickey said Jeannie's husband --

HENRY

(angrily interrupting)
Are you nuts?

(MORE)

(CONTINUED)

HENRY (CONT'D)

Jeannie's husband went to the can just to get away from her, she's such a pain in the ass. Let me tell you. Nobody goes to jail unless they want to, unless they make themselves get caught. They do stuff with the wrong people. They don't have things organized. You know who goes to jail? Nigger stickup men. That's who. And they only get caught because they fall asleep in the getaway car.

Karen looks down. She's listening.

HENRY

Listen, we're beginning to make real money for the first time. It's business. Do you think I'm going to walk away from that?

Henry puts his arm around Karen and begins to hug her.

KAREN (V.O.)

After a while, it all got to be normal. None of it seemed like crimes. It was more that Henry was enterprising. That he and the guys were making a few bucks hustling, while other men were sitting on their asses waiting for handouts. Our husbands weren't brain surgeons. They were blue collar guys, and the only way they could get extra money, real extra money, was to go out and cut a few corners.

CUT TO:

who is carrying a brown paper bag as though it were a gun, pulling a driver out of his truck and shoving him toward another hood who pushes him into the rear seat of a car where we see another hood.

CUT BACK TO:

(CONTINUED)

63

CONTINUED:

63

HENRY AND TOMMY

getting into the truck.

CUT TO:

ROAD

where we see the truck drive off.

CUT BACK TO:

TRUCK

where we see the paper bag in Tommy's hand explode in a red burst as he wildly FIRES SHOTS into the air.

We hear Henry's laughter.

KAREN (V.O.)

And we were also very close. I mean, there were never any outsiders around. Absolutely never! And being together all the time made everything seem even more normal.

64

INT. HENRY'S DOORWAY

64

We see Karen looking at a search warrant being shown to her by detectives who are being very polite. The children are looking on.

KAREN (V.O.)

There was always a little harassment. They always wanted to talk to Henry about this or that. They'd come with their subpoenas and warrants and make me sign. But mostly they were just looking for a handout. A few bucks to keep things quiet, not matter what they found.

KAREN

(signing the paper)

Can I make you some coffee?

The detectives smile and, taking off their hats, walk into the house where kids and Karen resume watching TV.

KAREN (V.O.)

I always asked them if they wanted coffee.

(MORE)

(CONTINUED)

64 CONTINUED:

64

KAREN (V.O.) (CONT'D)

Some of the wives, like Mickey Conway, used to curse at them and spit on the floor. Imagine. She'd spit on her own floor. That never made any sense to me. It was better to be polite and call the lawyer.

CUT TO:

INT. HOUSE

In background we see the detectives going through the house.

CUT TO:

65 INT. JAMES CONWAY'S HOUSE - DINING ROOM - NIGHT

65

We see James and Mickey and Henry and Karen and Tuddy and wife, Tommy and girlfriend, Morris and Karen Kessler, Franky Carbone and wife and the assorted children, all wearing party hats and blowing out the candles on nine-year-old James Conway Jr.'s huge layer cake.

KAREN (V.O.)

We all did everything together and we were always the same crowd. Anniversaries. Christenings. We only went to each other's houses.

CUT TO:

SNAPSHOT

of James hugging Karen and Mickey at table.

KAREN (V.O.)

The women played cards. When my kids were born, James and Mickey were always the first at the hospital.

CUT TO:

SNAPSHOT

of beaming James, Mickey and Henry embracing against the window of maternity hospital while a nurse holds up a baby. Mickey is in tears.

KAREN (V.O.)

When we went to the Islands or Vegas for vacation, we always went together.

CUT TO:
(CONTINUED)

65

CONTINUED:

65

SNAPSHOT

of James and Mickey and Henry and Karen in bathsuits standing next to their poolside chairs holding tall Trader Vic's-style drinks with tiny umbrellas and pineapple sticking out of them.

KAREN (V.O.)

It got to be normal. I got to where I was even proud that I had the kind of husband who was willing to go out and risk his neck just to get us the little extras.

CUT TO:

66

INT. HENRY AND KAREN'S SUBURBAN HOUSE - ANGLE ON HENRY'S BEDROOM CLOSET - DAY

66

CAMERA TRACKS row after row of neatly hung suits and sports jackets and racks of sharp shoes.

We see Henry getting undressed. He neatly hangs his jacket and then lifts the front of his sport shirt to his neck, revealing thick packets of crisp \$50 and \$100 bills he has wedged all around his waist.

KAREN (O.S.)

But I got my mother to watch the kids tomorrow night.

CUT TO:

KAREN'S BEDROOM CLOSET

CAMERA TRACKS PAST rows of Karen's dresses, pants suits, blouses, shoes and fur coats.

HENRY (O.S.)

I told you I can't.

CUT TO:

KITCHEN

We see Henry, now shaved and dressed in a different suit. He is on his way out.

KAREN

(annoyed)

I'm gonna need some money.

HENRY

How much?

(CONTINUED)

66 CONTINUED:

66

We see Karen hold her thumb and forefinger about an inch apart.

We see Henry take about an inch and a half of money from his inside jacket pocket, slap it on the table and go out the door.

67 INT. SUITE - NIGHT

67

A plush, overdecorated cocktail lounge and nightclub on Queens Boulevard, where we hear Sergio Franchi on the jukebox.

(NOTE: Replay the opening of the film at 9 times normal speed -- Henry slamming the truck closed.)

HENRY (V.O.)

For most of the guys, killing got to be accepted. They were routine. Murder was the only way everybody stayed in line. It was the ultimate weapon. You got out of line, you got whacked. Everyone knew the rules.

CUT TO:

TOMMY

smashing gun into Bill Batt's head.

HENRY (V.O.)

But sometimes, even if people didn't get out of line, they'd get whacked. Hits just became a habit for some guys. It didn't take anything to get yourself killed.

CUT TO:

SILHOUETTE OF TOMMY, HENRY AND JAMES

stuffing Billy's body into the truck.

HENRY (V.O.)

Guys would get into arguments over nothing and before you knew it, one of them was dead. They were shooting each other all the time. Shooting people was a normal thing. It was no big deal.

CUT TO:

(CONTINUED)

67

CONTINUED:

67

TOMMY'S MOTHER'S KITCHEN

and breakfast.

HENRY (V.O.)

You didn't have to do anything
and nobody was immune. You just
had to be there.

CUT TO:

TOMMY

smashing shovel into soft, bloodied mattress cover in
the trunk of the car.

HENRY (V.O.)

But we had a problem with Billy
Batts. This was a touchy thing.
Tommy had killed a made man.
Billy was a part of the Gambino
crew and untouchable.

CUT TO:

68

EXT. CONNECTICUT WOODLAND - NIGHT

68

We see Tommy, Henry and James burying Batts.

HENRY (V.O.)

Before you could touch a made guy,
you had to have a good reason.
There had to be a sitdown. And
you better get an okay, or you'd
be the one who got whacked.

Henry slams down trunk.

CUT TO:

69

INT. COPACABANA - LATE SHOW - ANGLE ON TABLE - NIGHT

69

being quickly set up by waiters and maitre d' as Henry,
Tommy, Franky Carbone, and Joe Manri sit down. In b.g.,
we see older hoods with young showgirl types.

We see JANICE, a cherry California blonde, and some girl-
friends seated at a table directly behind Henry's table.

CUT TO:

(CONTINUED)

69

CONTINUED:

69

STAGE

and as stage lights dim:

HENRY (V.O.)

Saturday night was for wives,
but Friday night at the Copa was
always for the girlfriends.

CUT BACK TO:

HENRY'S TABLE

Henry is now sitting next to Janice. Tommy is with
GIRL #1. Carbone is with GIRL #2.

GIRL #1

Last week I saw Sammy Davis. What
a performer. You gotta see him.
You gotta catch him. He does
imitations I swear you'd think it
was the real people.

GIRL #2

Yeah, the way he moves. It's
unbelievable. I mean, you can
understand how a white girl could
fall for him.

TOMMY

What are you talking about?

GIRL #2

I don't mean me. Not me. I just
mean, you can see how some girls
could. Like that Swedish girl.
You can see how she fell for him.
You can see how he has this, this,
personality.

CUT TO:

COPA STAGE

spotlight. Bobby Darren is singing.

70

EXT. JANICE'S APARTMENT BUILDING - NIGHT

70

Henry's convertible pulls up.

Henry has his arm around Janice's neck. We see them go
into the building.

DISSOLVE TO:

SAME - DAWN

Sunday. There are lots of relatives and friends present. Henry and Karen arrive. Karen is carrying their new baby and Henry has his two-year-old daughter by the hand. A great fuss is made over the new baby and over Karen by the women, including Cicero's wife. Cicero puts an arm around Henry and leads him into an alcove.

CICERO

What did you hear about that thing?

HENRY

What thing? The Brooklyn thing?

CICERO

No. No. The guy from downtown.

HENRY

The guy from near where Christie used to live?

CICERO

No. The other one. The one who disappeared up the block from Christie. The one they made a beef on.

HENRY

Oh! Him.

CICERO

You know the one I mean?

HENRY

Oh yeah. Sure. That guy. I know him.

CICERO

That Batts was a miserable fuck, but his people are looking still for him.

HENRY

Oh yeah. Yeah. I know. I even looked into it myself. Nobody knows what the fuck happened to him. He came in the joint that one night and then he disappeared.

CICERO

Well, keep your eyes open. They're busting my balls looking for the fuck.

72

INT. SUITE - NIGHT

72

Henry and Janice, with the crew, are drinking. Morris Kessler is reluctantly paying off a bet at the bar. James calls Henry aside.

JAMES

We got a problem. That thing we took care of upstate?

HENRY

(surprised)

Paulie was just taking about him.

JAMES

Well, we gotta dig him up again.

HENRY

(shocked)

What?

JAMES

The guy just sold the property. They're gonna build condominiums and I don't want anybody digging up the little bastard.

HENRY

(horrified)

It's been six months.

JAMES

It's still better than letting somebody find him.

HENRY

(nodding in agreement and concern)

If Paulie finds out, we got problems.

JAMES

Fuck Paulie. If Batts' crew finds we whacked him, we got real problems.

73

EXT. HENRY'S CAR PARKED ON DESERTED COUNTRY ROAD - NIGHT 73

A hot summer night. The car trunk is open. Henry, James and Tommy are struggling with shovels. Henry, sickened by the stench, is wearing his handkerchief over his nose and mouth. Henry looks at James and Tommy. They do not appear to be bothered by the stench.

74

EXT. HENRY AND KAREN'S SUBURBAN HOME

74

Henry is hosing out the trunk of his car. He has all of the mats, the spare tire, and jack out of the trunk.

KAREN

What happened to the car?

HENRY

(annoyed at Karen's prying)

I hit a skunk.

Henry sprinkles in a bottle of perfume and slams the trunk shut.

75

INT. JANICE'S APARTMENT - BEDROOM - NIGHT

75

We see Janice showing off her new apartment to the girls, including SANDY, a sexy, dark-haired girl. We hear Henry, Tommy, Carbone and Manri laughing in b.g. The apartment is decorated in Ocean Parkway Ming. There are thick velvet-covered sofa and blue-glass coffee table in bedroom and we see a satin-covered, king-size bed with a doll propped against the pillows. We see Janice lean over and show her girlfriends, including Sandy, the red ruffles.

HENRY (V.O.)

I set up Janice in an apartment around the corner from the Suite. That way I was able to stay over a couple of nights a week. Karen was home with the kids anyway and she never asked any questions anyway.

76

INT. BRIDAL SHOP - BACKROOM

76

Henry is strangling the owner of a bridal shop with his own tie while Tommy and James laugh.

HENRY (V.O.)

Janice and I were having so much fun, she started screwing up at work, and I had to straighten out her boss a little bit.

77

INT. JANICE'S APARTMENT - BEDROOM - SAME NIGHT

77

We see Janice suddenly lifted off her feet and thrown on the bed. We see Henry and the girls laughing. As Henry lifts Janice off her feet, he winks at Sandy, who smiles back.

Glazed walls, ornate sconces, and a rumpus room bar. Henry, James, Tommy and other wiseguys are playing cards. Tommy is a little drunk. Spider, a 22-year-old apprentice hood, is waiting on the players, bringing them drinks. The sort of thing we saw Henry doing earlier. Tommy is feeling expansive. He throws his jacket open to reveal a gun tucked in his belt.

TOMMY

(impatiently)

Spider. C'mon, get me a seven and seven.

We see Spider deliver a drink to Henry and slowly back toward the bar.

TOMMY

Spider. What did I say? Did I say I was dying over here? Come on. Move it. Don't walk, dance.
(to his fellow players)

Did you ever see in the cowboy movies where they make them dance? Did you see The Oklahoma Kid, the only cowboy movie Cagney ever made? Come on, dance, you varmit.

We see Tommy taking out his guns.

SPIDER

Tommy, don't fuck around.

TOMMY

Yahooo.

HENRY

Tommy, don't fuck around. Put the gun away. Tommy!

TOMMY

No, no. It's okay.

HENRY

Tommy, come on. Put the gun away.

TOMMY

No. It's okay. Just watch this. Watch it.

The GUN EXPLODES and we see Spider shot in the foot.

79

EXT. HENRY'S HOUSE - EVENING

79

We see a set of keys come flying out the window. TILT DOWN TO keys.

CUT TO:

BEDROOM

Henry is furious. He pushes past Karen and looks out window.

HENRY

I gotta go out!

KAREN

Not tonight, you're not. Not without the car keys, you're not.

HENRY

Are you nuts?

KAREN

I don't care. Something's going on.

HENRY

(exasperated)

That again.

KAREN

(shrieking and
in tears)

You're a liar. I look at you and I know you're a liar.

We see Henry pick up a large lamp and throw it at Karen. He misses.

HENRY

(suddenly calm and
walking out)

I need some air. I need a little peace. At least at home.

We see Karen sit down on bed and begin to cry. We hear the CHILDREN CRYING in background.

80

INT. SUITE - BASEMENT CARD GAME - ANGLE ON SPIDER - NIGHT

80

with bandaged foot, and Henry walking in, and TILT UP TO both of them.

James, Tommy and some hoods are playing cards. Tommy is already drunk.

(CONTINUED)

TOMMY

Hey! Look at this. Fred Astaire,
back from the wars. Can you
believe this guy? That bandage.
It's bigger than his foot.

Spider ignores him.

The card game is going on. Shirts are unbuttoned. The
table filled with empty glasses. Spider limps over
with drinks.

TOMMY

Spider. You're so full of shit.
Even with that food, I bet you
can dance.

Spider puts the drinks down and tries to ignore Tommy
again.

TOMMY

Come on, Spider. Come on. Let's
see you dance.

SPIDER

Why don't you go fuck yourself.

JAMES

(laughing)

Hey, Spider. That's very good.
Did you hear Spider? The kid's
got balls. See, the kid's got
balls. He's a good kid.

Spider starts to limp proudly back to the bar.

JAMES

(whispering to Tommy)

You going to take that shit from
this punk? This fuckin' lowlife.
This kid's got bigger balls than
you'll have any day. He just got
shot in the foot by you and he
tells you to go fuck yourself.
I can't believe this shit.

(to the crew,
roaring with
laughter)

Can you believe this shit?

(to Tommy, almost
whispering)

Tommy! You gonna take that shit
from a punk?

(CONTINUED)

80

CONTINUED: (2)

80

The players are all laughing loudly. Spider is proudly standing near the bar. And, before anyone has any idea of what is about to happen, Tommy pulls out one of his two GUNS and puts THREE DEAFENING SHOTS into Spider's chest.

Everyone is frozen in silence. Henry is upset by shooting. There is a long pause.

JAMES

All right, you dumb fuck, if you're going to be a big fuckin' wise guy, you can dig the hole.

We see a frowning Tommy get up from table and slowly begin moving chairs around to get ready to dig the hole.

HENRY (V.O.)

After Billy Batts and Spider, everything was going crazy. Not just our crew, but everybody.

CUT TO:

81

EXT. JANICE'S APARTMENT - DAY

81

We see Janice in the apartment.

CUT TO:

JANICE'S DOOR

We see Karen pressing the buzzer while holding two hysterical children.

KAREN

(screaming)

Open up! I know you're there!
You stay away from my husband.

KAREN (V.O.)

She wouldn't open the door. I rang her bell. Still, she wouldn't open. I rang her bell for two hours, and she kept on hiding.

CUT TO:

82

INT. HENRY'S HOUSE - BEDROOM - ON HENRY'S SLEEPING FACE
- NIGHT

82

CAMERA is LOOKING AT him. Feel a presence on top of him.

(CONTINUED)

We hear a CLICK. Henry's eyes open. Henry looks up.

CUT TO:

HENRY'S POV

We see the gun aiming right THROUGH the LENS. We can see the bullets in the chamber.

KAREN

(straddling Henry
in bed, holding a
gun)

Henry.

(pulls back the
hammer)

Wake up.

BACK TO SCENE

HENRY

(always deny)

What's the matter with you? You're
crazy.

KAREN

(hysterically)

Crazy? I'm crazy enough to shoot
you and her.

COVERED BY SERIES OF QUICK CLOSEUP CUTS

Karen sweating, Henry's profile, the hammer of the gun,
etc.

KAREN (V.O.)

But still I couldn't hurt him.
How could I hurt him? I couldn't
even bring myself to leave him.

CUT TO:

KAREN

sweating.

HENRY

(carefully moving
his head away
from the gun)

It's all bullshit. I swear. It's
nothing. Whatever you want, we'll
do.

CUT TO:

(CONTINUED)

82

CONTINUED: (2)

82

HENRY'S PROFILE

CUT TO:

KAREN'S TRIGGER FINGER

KAREN (V.O.)

The truth was, that no matter how bad I felt, I was still very attracted to him. Why should I give him up to someone else? Why should she win?

HENRY

(quickly moving his head away and grabbing the gun)

Son of a bitch.

We see Henry slap Karen across the face and knock her off the bed.

HENRY

(angrily getting out of bed and packing his clothes)

I don't need this bullshit. I got enough to worry about getting whacked on the street. I gotta come home to get whacked?

We see Karen crying.

HENRY

I swear on my mother, I should kill you. You're fucking crazy.

We see Henry hit her. He is about to hit her again, but stops. He turns his back on her and opens the door of his closet roughly grabbing some clothes as if getting ready to pack.

CUT TO:

83

INT. JANICE'S APARTMENT - DAY

83

Henry opens the door and Paul Cicero and James enter. They walk toward the kitchen. The place is in disarray.

HENRY

(to Janice)

Honey. Go get me some cigarettes.

(CONTINUED)

83

CONTINUED:

83

Janice leaves without saying a word.

CICERO
(after watching the
door close)

Karen's come to the house. She's
very upset. It's no good. You
gotta straighten this all out.

Henry looks down.

JAMES
Things gotta be calm right now,
and Karen's so high-strung. She's
with Mickey every day. Who knows
what she's gonna do?

CICERO
James and Tommy were supposed to
pick up something in Tampa for
me this weekend.

James nods in agreement.

CICERO (V.O.)
You go with James, instead. Get
away for a few days. Relax.

CUT TO:

84

INT. REAR SEAT OF CAR - NIGHT

84

We see MAN's bleeding face being punched.

CICERO (V.O.)
Enjoy yourselves. Have a good
time. Then, when you get back
Monday, you go home to Karen.

We PULL BACK to see James and Henry beating a Man who
is squashed between them.

MAN
(pleading)
I ain't got it. I swear.

We see James and Henry beat him more.

MAN
(crying)
I can't. I swear.

We see James and Henry look at each other.

85

EXT. TAMPA ZOO - EXIT SIGN TO BUSCH GARDENS - NIGHT

85

We hear the ROAR of LIONS.

We see James and Henry drag the bookie out of the car by his arms and legs just outside the zoo.

JAMES

We're gonna feed the bastard to the lions.

HENRY

(while dragging bookie)

What lions? I'm not going near any lions.

JAMES

We only have to shove'm over the moat.

We see the Man finally begin to squirm and scream.

CUT TO:

86

EXT. ROADSIDE PHONE BOOTH - ANGLE ON BLEEDING MAN - NIGHT

86

on phone with James and Henry waiting outside.

HENRY (V.O.)

They must really feed each other to the lions down there, because the guy gave the money right up and we got to spend the rest of the weekend at the track.

(pause and genuine shock)

But then, I couldn't believe what happened.

CUT TO:

NEWSPAPER PICTURE

of Henry and James getting arrested.

HENRY (V.O.)

When we got home, we were all over the newspapers. At first, I didn't even know why we got picked up.

CUT TO:

(CONTINUED)

86

CONTINUED:

86

NEWSPAPER PHOTO

of man they beat being arrested with his head bandaged.

HENRY (V.O.)

Then, I found out, that the guy
we roughed up turned out to
have a sister working as a typist
for the F.B.I.

GOVERNMENT OFFICE

where sobbing typist is surrounded by men in business
suits.

HENRY (V.O.)

Who could believe it? Of all
the fucking people. She gave up
everybody. James. Me. Even
her brother.

CUT TO:

87

INT. COURTROOM - DAY

87

Henry and James before judge. Karen and children crying
in court. Other family members present and crying.

HENRY (V.O.)

It took the jury six hours to bring
us in guilty. The judge gave James
and me ten years like he was giving
away candy.

88

INT. MAXWELL'S PLUM - BAR - LATE AFTERNOON

88

Tommy, Morris Kessler, Joe Manri, Stacks Edwards, Frenchy
McMahon, etc., are all having drinks with Henry before
he goes off to prison.

We see by the bar clock that it is four o'clock.

Suddenly, Karen comes charging into the bar. She is
angry. She has tracked Henry down.

KAREN

(frantic)

I thought you were supposed to
turn yourself in at ten o'clock
this morning?

HENRY

I'm just having my last few
drinks.

(CONTINUED)

KAREN

I've been all over town. I got a call from the bondsman. He says they're going to rescind your bail if you don't show up and sign in right now. They're going to take away the house.

HENRY

Shit.

Henry looks at his pals, orders his last Screaming Eagle for a while, and gently touches the tips of Karen's fingers. He swallows his drink, hugs and kisses a tearful Karen and walks out of the bar to a long, white stretch limo waiting at the curb.

TOMMY

Say hello to James.

Henry gets in the rear seat of the limo.

HENRY

(downing a palm
full of Valium)

Okay, now you can take me to jail.

CUT TO:

INT. LEWISBURG FEDERAL PRISON - DORMITORY - CLOSEUP -
GARLIC

being sliced razor thin.

HENRY (V.O.)

Dinner was always a big thing. We had a pasta course and then meat or fish. Paulie did the prep work. He was doing a year for contempt and he had a system for doing garlic. He used a razor and he sliced it so thin it used to liquify in the pan with a little oil.

CUT TO:

HOT PLATE

with a pot full of tomato sauce and meatballs being stirred.

(CONTINUED)

HENRY (V.O.)

Vinnie was in charge of the tomato sauce. I felt he put in too many onions, but it was a good sauce anyway.

CUT TO:

FRYING PAN

with smoking steaks.

HENRY (V.O.)

Johnny Dio did the meat. We didn't have a broiler, so Johnny did everything in pans. He smelled up the joint something awful and the hacks used to die.

CUT TO:

HOT PLATE

hooked up by long extension cord to an electric outlet in the toilet. There are huge kitchen knives, a block of ice in a tin pail covered with a cloth and large pots and colanders necessary for cooking pasta dishes.

PULL BACK TO a large dorm with four beds separated by shoulder-height partitions. The room does not look like a prison. There are curtains over the bars. The room is filled with smoke from the pan-fried steak.

HENRY (V.O.)

Everybody else in the joint was doing real time, all mixed together, living like pigs.

CUT TO:

HENRY

in grey prison garb, carrying a heavy canvas mail sack marked "LEWISBURG PRISON." He dumps the sacks on one of the beds.

HENRY (V.O.)

We lived alone. We owned the joint. Even those hacks who we couldn't bribe would never rat on the guys who did.

CUT TO:

(CONTINUED)

HENRY

opens the sack on his bed and pulls out bottles of wine, Scotch, and brandy, and holds them aloft.

HENRY

(looking for praise)

Nice? Good?

CICERO

(looking up from his
garlic surgery)

Okay. What else?

We see Henry reach in the sack and pull out cheeses, dried sausages, a large jar of vinegar peppers and dried mushrooms.

CICERO

(beaming with pride)

Now we eat.

We see Henry begin to set the table.

CUT TO:

CICERO AND REST OF MOB BOSSES

playing cards, and sipping wine, Scotch and brandy. Henry is sitting on his bed with his back to the group. When he sees that no one is watching him, he pulls a black plastic garbage bag out of the sack. Henry opens the bag and quickly counts the clear plastic bags of marijuana, glassine envelopes of heroin and bottles of pills. Henry quickly repacks the drugs and slips them under his covers.

Visiting day. Henry is in a guard's booth watching the visitors' gate through a window. We see a GUARD in the room with Henry. There is a KNOCK. The Guard opens the door and looks at Henry. Henry nods. The Guard lets the inmate enter. While the Guard watches, the inmate gives Henry some cash and Henry gives him one of the plastic bags filled with marijuana and a bottle of pills. The inmate is then escorted out by the Guard who closes the door.

GUARD

Are there any more?

(CONTINUED)

90 CONTINUED:

90

HENRY
 (looking intently at
 the visiting gate)
 No, that's it. No more today.

We see Henry casually stuff some bills into the Guard's shirt pocket.

CUT TO:

91 INT. VISITORS' GATE - ANGLE ON KAREN - DAY

91

coming through. She is wearing such a large, oversized coat that Karen looks twice as big as she was when we last saw her. She has the two children with her. She is carrying a large purse and some empty shopping bags. The guards see her and immediately help her get through the metal detection device and past the table where other women are emptying the contents of their bags and packages.

CUT TO:

REGISTRATION DESK

where Karen quickly signs the visitors' book.

CUT TO:

GUARD'S GRINNING FACE

We see him turn page of book so Karen can see the name of another of Henry's visitors.

CUT TO:

PAGE OF BOOK

We see name, "Janice Rossi" written next to HILL, HENRY.

CUT TO:

92 INT. PRISON WAITING ROOM

92

PAN BACK TO a large gymnasium filled with formica tables and cheap plastic chairs at which we see prisoners and their wives and children eating, talking, crying and, in discreet corners -- hidden behind makeshift screens of shopping bags and scarves -- having oral sex.

(CONTINUED)

We see that the bored guards are indifferent to what is happening.

CUT TO:

TABLE

Henry and Karen are talking while we see the children playing in the distance at the commissary food machines.

KAREN

(fuming)

You son of a bitch. She's been here.

HENRY

(acting dumb)

What are you talking about?

KAREN

(gottcha)

Don't lie to me. I saw her name in the register.

HENRY

Jezuz Christ!

KAREN

You want her to visit you? Good! Let her stay up all night crying and writing letters to the parole board.

HENRY

(astounded)

What am I doing? I'm in here! I'm in jail. I can't stop people from coming to see me.

We see Karen open her coat revealing large inside pockets where she has stowed salamis, wine, cigarettes, cartons etc.

KAREN

You want her? Good! Let her sneak this stuff in for you.

We see Karen slam a salami on the table with such a thud that the other prisoners and wives turn around.

KAREN

Let her fight with these creep bastards every week to make life easier for you!

(CONTINUED)

We see Karen slam down cigarettes and wine with a thud, this time we see a guard turn around and look at Karen and Henry and the contraband on the table. Pause. We see the guard turn his head away.

HENRY

(desperate)

Stop! Stop!

KAREN

Let her carry this shit inside.

We see Karen boldly wave a baggie filled with marijuana and some plastic medicine containers with pills.

Henry grab the narcotics out of Karen's hand and grabs her. We see Henry hug Karen to him and we see her drop her arms and hug him.

KAREN

(quietly sobbing)

Nobody's helping me. Tommy got four years. Morris and Belle are broke. I asked your friend Remo for the money he owed you, and you know what he told me?

HENRY

(stroking her head
and soothing her)

It'll be okay.

KAREN

He told me to take the kids to the police station and make the cops put me on welfare.

We see Henry take the drugs from Karen's hand and slip it into his shirt.

HENRY

We've got to help each other.

KAREN

Even Paulie, since he got out, I hardly see him.

HENRY

It's only you and me. That's what happens when you go away. We're on our own. Forget everybody. Forget Paulie. As long as he's on parole he doesn't want anybody doing anything.

(CONTINUED)

92 CONTINUED: (3)

92

KAREN

(sobbing)

I can't do it anymore.

HENRY

Yes, you can. I've got it set up. We'll be fine. All I need is for you to keep bringing the stuff. I've got a guy in here from Pittsburgh who'll move it for me. Believe me, in a month we'll be fine. We won't need anybody.

KAREN

I'm afraid. I'm afraid if Paulie finds out.

HENRY

Don't worry about Paulie. Is he helping you? Is he putting food on the table? We've got to help ourselves. We just have to be careful while we do it.

KAREN

(looking in his face)

I don't want to hear about her anymore.

HENRY

(hugging her to him)

Never.

DISSOLVE TO:

TITLE - FOUR YEARS LATER

93 EXT. PRISON GATE - DAY

93

Henry comes out in civilian clothes. We see his face drop. PAN OVER to the beat-up old car. Karen is behind the wheel. Henry gets in.

94 INT. KAREN'S SMALL, CRAMPED APARTMENT

94

The signs of wealth are long gone. Henry sees that Karen has been living four tough, lean years.

Their daughters are watching as Henry looks around the house.

(CONTINUED)

HENRY

(smiling faintly)

Get packed. We're getting out of here.

KAREN

With what?

HENRY

(smiling, slyly)

Don't worry with what. You just start looking for a new place. I'm going to Pittsburgh in the morning. The guys from Pittsburgh they owe me fifteen grand from our little partnership and it's only the beginning.

KAREN

But you've got to see your parole officer in the afternoon and...

(whispering)

I promised we'd take Lois to F.A.O. Schwarz.

HENRY

Don't worry about it. You listening to me? Now, come on. We gotta go see Paulie.

CUT TO:

INT. CICERO'S HOUSE - ANGLE ON PLATTERS OF FOOD - DAY

coming out of the kitchen and placed on the table.

CUT TO:

DOCK - IN REAR OF CICERO'S HOUSE

DISSOLVE TO:

CICERO AND HENRY

walking toward the edge of the dock.

CICERO

I don't want any more of that shit.

HENRY

Wha? Me?

(CONTINUED)

CICERO

Just stay away from the garbage.
You know what I mean.

HENRY

(shocked)

Me? Why would I get into that
shit?

CICERO

(interrupting)

I know what you did inside. You
did what you had to do. I'm not
talking about that. I'm talking
from now on, outside. I'm
talking right here.

HENRY

Why would I get into that?

CICERO

Don't make me a fool. You know
what I mean. From now on, you
gotta be careful. Just don't mess
around with that shit, and watch
out for James. James' a good
earner, but he's sometimes too
hungry. He's wild. He does
foolish things. James is not a
businessman. As good as he is,
he takes too many chances.

HENRY

I know that. I know James. You
think I'd take chances like James?

CICERO

And that Tommy. He's a good kid,
but he's crazy. He's a cowboy.
He's got too much to prove. You
got to watch out for kids like
that.

HENRY

Paulie, I know. I know what they
are. But I use them for certain
things. Please. Believe me, you
don't have to worry.

(CONTINUED)

CICERO

(not even listening
to Henry's protest)

I'm not going to get fucked like Gribbs. He's seventy years old and the fucking guy is going to die in prison. I don't need that. I don't care who it is. I'm warning everybody. Gribbs got twenty years just because he said hello to some fuck who was sneaking around selling junk behind his back. That's not going to happen to me. You understand?

HENRY

Paulie. Why would I? I swear.

CICERO

You're only home early because we got you a job, right? And I don't need any heat. You understand?

Henry nods.

CICERO

And, if you hear about anybody else fucking around with that shit, you tell me.

Henry nods again.

CICERO

(gently slapping
Henry on the
cheek)

Anybody! You understand?

HENRY

I understand.

CUT TO:

mixing coke in metal bowl. We see Henry standing behind her. Sandy is an intense, sexy, 30-year-old, divorced, ex-airport clerk. (Sandy is described earlier in Scene #75, page 57, where she flirts with Henry.) The apartment is a jumbled mess and even the table where she is cutting the drugs is littered with old coffee cups, newspapers, and day-old dirty dishes.

(CONTINUED)

HENRY (V.O.)

It took me about a week of sneaking around before I could unload the Pittsburgh stuff without Paulie finding out. But when I did, it was a real score. I started using Sandy's place to mix the stuff and even with Sandy's snorting more than she mixed, I could see this was a good business. I made twelve thousand dollars in my second week and I had a down payment on my house. All I had to do was every once in a while, tell Sandy I loved her.

CUT TO:

INT. PAROLE OFFICE - TIGHT ON PIECE OF PAPER - DAY

where stubby pencil calculations are being scribbled.

HENRY (V.O.)

It was perfect. As long as I kept getting the stuff from Pittsburgh, I knew Paulie would never find out. But within a couple of weeks it got to be so big I needed help. I got James and Tommy to come in with me.

HENRY (O.S.)

Fifteen, sixteen, eighteen, twenty-one-five.

CUT TO:

HENRY

opening a shoe box he has hidden in a plastic grocery bag. James and Tommy lean close to Henry in order to see inside.

HENRY

(smiling)

Did I tell you?

CUT TO:

OPEN SHOE BOX

filled with twenty dollar bills.

(CONTINUED)

CONTINUED:

JAMES (O.S.)

Nice.

TOMMY (O.S.)

Who's buying?

We see Henry's thumb run through the tightly-stacked twenties like piano keys.

CUT TO:

PAROLE OFFICER

in tired business suit coming out of door, over which we see sign reading "UNITED STATES DEPARTMENT OF JUSTICE - PAROLE DIVISION"....

And we see that Henry, James and Tommy are in the large brightly-lit parole office counting their drug profits.

PAROLE OFFICER

(overworked and
looking around the
crowded waiting
room)

Conway?

We see James and PAROLE OFFICER walk into the office.

PAROLE OFFICER

Still working?

Door closes.

CUT BACK TO:

WHOLE FLOOR

filled with ex-con parolees.

CUT TO:

INT. HENRY'S NEW HOUSE

We see Morris Kessler and his wife, Belle, being taken on a tour of an over-decorated and expensive living room.

(NOTE: Shot almost like a commercial.)

KAREN (O.S.)

This we had to have made special.
I mean, sit in it. Go ahead. Sit.

Belle plops onto sofa.

(CONTINUED)

KAREN (O.S.)

The others you couldn't even sit in. And from here, watch the wall.

Karen's hand flicks a switch on table next to sofa, and wall slides back, revealing TV and stereo.

KAREN (O.S.)

See. It opens. We had the electricians fix it up special.

CUT TO:

LARGE MARBLE TOP TABLE

KAREN (O.S.)

This we imported. It came in two pieces.

ON third object, PAN TO Karen.

As Karen and Belle Kessler disappear behind swinging kitchen doors, Morris and Henry drop onto the sofa.

MORRIS

It's a fait accompli?

HENRY

Done.

MORRIS

And James's in it, right?

HENRY

Will you stop?

MORRIS

But you don't understand. It's worth millions. It's once in a lifetime. We'll be rich. No more nut every week. I've been cultivating this thing for two years.

a seedy mob hangout. We see all of the wiseguys who will be a part of the Lufthansa robbery. Morris, Henry, Tommy, and James are watching a basketball game.

HENRY (V.O.)

And these are the guys.

CUT TO:

(CONTINUED)

CONTINUED:

TOMMY AND FRANKY CARBONE

who are leaning with their backs against the bar, their jackets open, bosses of all they survey.

HENRY (V.O.)

Tommy and Carbone were going to grab the outside guard and make him get us in the front door.

CUT TO:

FRENCHY McMAHON

who is playing shuffleball.

HENRY (V.O.)

Frenchy and --

CUT TO:

JOE BUDDHA

sprinkling sawdust on the shuffleboard table.

HENRY (V.O.)

Joe Buddha had to round up the workers.

CUT TO:

FAT LOUIE

who is about 300 pounds and is sitting backwards in a chair, watching the TELEVISION with a drink in his hand.

HENRY (V.O.)

Fat Louis had to keep them tied up and away from alarms.

CUT TO:

MORRIS

shoving his way between James and Henry at the bar and turning to the television basketball game.

HENRY (V.O.)

Only Morris was driving us nuts. He was busting James's balls for an advance on the money we were going to steal.

CUT TO:

(CONTINUED)

STACKS EDWARDS

who is sitting at the bar, delicately stirring his drink with his pinky.

HENRY (V.O.)

Even Stacks got in on it. He was supposed to steal the panel truck and afterwards compact it by a friend of ours in Jersey.

CUT TO:

INT. KAREN AND HENRY'S BEDROOM - ANGLE ON BABY - DAY

LOIS BYRD, a young, pale blonde woman, puts the baby and an overnight bag on the bed as Henry and Karen watch.

HENRY (V.O.)

I had everybody working. Even our old babysitter.

KAREN

(enthused)
She's beautiful. Look at her.
Henry, look at her.

HENRY

(singsong)
Hello! Hello!
(to Lois)
Have a good flight?

LOIS

I hate Pittsburgh.

We see Lois Byrd unwrap the baby's pink snowsuit and take off its hood and mittens as Henry opens Lois's overnight bag and takes out some Pampers and then he takes out several plastic bags with cocaine and heroin.

LOIS

Where'd you find such creeps?

HENRY

They're okay and it's worth it.
Ain't it?

KAREN

(playing with the baby)
Is this the same one as last time?

(CONTINUED)

100 CONTINUED:

100

LOIS
 (amazed that Karen
 can't tell the
 difference)

No. That one was my sister's.
 This is Louise's.

KARNE
 Look at her, Henry, is she sweet?
 Doesn't she look like Lois?

LOIS
 That's what the stewardess said.

We see Henry barely listening while putting the drugs in
 a paper bag.

CUT TO:

101 INT. SANDY'S HOUSE - EXTREME CLOSEUP - COKEBALLS 101

COME BACK to see Henry at table making "cokeballs" in a
 metal press.

CUT TO:

LINE OF COKE ON MIRROR

shoved under Henry's nostril.

We see straw inserted into Henry's nostril as he
 casually inhales. He never stops pressing the cokeballs.

TRACK OUT TO Sandy taking a snort herself, and the sloppy
 table with the drugs, scales, mixers, bowls and sieves.
 Sandy is razor-blading two more lines.

HENRY
 (watching out of
 the corner of his
 eye)
 Hey! Watch out.

We see Sandy lick her finger and then run her finger
 across Henry's tongue. He licks, but does not react as
 he takes several golfball-size cokeballs out of the
 machine and puts them in a leather pouch. He gets up
 to leave.

SANDY
 Stay there.

(CONTINUED)

101 CONTINUED:

101

HENRY

Don't start. I told you to clean up. Look at this place. It's a pigpen. Look around here. Why do you think I bought you the dishwasher? Look. Look at this.

(sticking his finger
under Sandy's nose)

There's enough powder around here to put us all away.

SANDY

(licking Henry's finger
and playfully pushing
him into the chair)

I hate to do dishes.

HENRY

(sitting down again)

Hey, come on. I gotta meet somebody.

SANDY

(reaching over his
shoulder toward
his crotch)

So do I.

We see Henry look at his watch.

102 INT. SANDY'S SHOWER

102

Henry is listening to the RADIO while taking his SHOWER.

RADIO NEWS BROADCASTER (V.O.)

... and nobody knows for sure just how much was taken in the daring pre-dawn raid at the Lufthansa cargo terminal at Kennedy Airport. The F.B.I. says two million dollars, Port Authority police say four million dollars, the city cops say five. How much maximum? That they won't say. So far, Lufthansa has not said anything, but they've promised to break their silence soon with a press conference, and W.I.N.S. will be there to cover it live from the scene of the heist at J.F.K. when they do.

(MORE)

(CONTINUED)

102 CONTINUED:

102

RADIO NEWS BROADCASTER (V.O.)(CONT'D)

It looks like a big one. Maybe the
biggest this town has ever seen.
Stay tuned...

Henry slams the soap onto the shower floor and pounds
the wall with joy.

SANDY (O.S.)

Are you okay? What happened?

HENRY

Nothing. I dropped the soap.
That's all.

103 EXT. ROBERT'S LOUNGE - NIGHT

103

Private Christmas party. As they arrive, Henry and Karen
are hugged by James in the doorway. It is a Lufthansa
victory party, but no one mentions the robbery.

JAMES

(grabbing Henry
around the neck
and kissing his
head)

Come here.

(to Karen)

Look at this genius.

James keeps his arms around Henry and Karen as FAT LOUIE
CAFORA shows up with his new wife, Dolores, who is also
over 200 pounds. They are beaming with pride.

FAT LOUIE

(to James and
Henry)

Come outside. I gotta show you.
Just for a minute.

We see a new pink Caddy convertible. The sticker is
still in the window.

FAT LOUIE (O.S.)

Is that beautiful? I got it for
Dolores.

JAMES

(whispering angrily
at Fat Louie)

You fucking nuts? Didn't I say
not to go buy anything for a while.
You got a fucking car?

(CONTINUED)

103 CONTINUED:

103

FAT LOUIE
 (trying to placate
 James as he enters the
 bar)

Don't get excited. It's okay.
 My mother bought it for us. It's
 a wedding present. It's in her
 name.

JAMES
 You're crazy. The bulls are across
 the street. They're watching
 everything we do.

CUT TO:

EXT. ROBERT'S LOUNGE

Cops in front.

CUT BACK TO:

JAMES

as he watches Fat Louie walk into the bar.

JAMES
 (angrily whispering
 to Henry)

The fat fuck ought to wear a sign.

We see a smiling Franky Carbone walk in the door and we
 see that his WIFE is wearing a \$30,000 sable coat.

JAMES
 Jesus Christ! Are you all fucking
 nuts?

CARBONE
 (to Henry)
 What's the matter with him?

Before Henry can answer, we see James start to grab the
 coat off MRS. CARBONE'S back.

CARBONE
 Hey? What the fuck are you doing?

MRS. CARBONE
 (hysteria rising)
 Franky! He's taking my coat!
 Franky!

(CONTINUED)

Meanwhile, we see James grabbing the coat off Mrs. Cabone's back and begin to roll it up and shove it under Carbone's arm.

JAMES

(furiously, to Carbone)
 Didn't I tell you not to get anything big? Didn't I tell you not to attract attention? In two days, one fuck buys a Caddy and another buys a ten thousand dollar mink.

(to Henry)

Can you believe this shit?

(to Carbone, with some menace)

Now get the fuck home and get rid of the coat. Bring it back to where you got it. I don't care what you do, just get rid of it.

MRS. CARBONE

(to Carbone, hysterical and angry)

I'm not giving it back. Franky? Do you hear me?

We see Carbone angrily grab his wife's arm and leave.

CARBONE

Did I tell you to shut up? Shut up!

JAMES

(to Henry, as they walk toward the bar)

Fucking guys. Can you believe them. I told them all: Don't attract attention. Act normal.

At the bar, we see Stacks Edwards and his girlfriend dropping shot glasses of green creme de menthe into large glasses of chilled Dom Perignon. Tommy and his girl-for-the-night are standing with Stacks and his girlfriend. Tommy is wearing a shiny silk suit that practically glows with newness. We see Frenchy and Buddha with their wives. Everyone is dressed in new clothes and flashing gaudy rings.

James and Henry move toward a quiet corner of the bar.

We see Morris Kessler suddenly burst in on them.

MORRIS

Oh! There you are. I've been looking all over for you two.

(CONTINUED)

103 CONTINUED: (3)

103

Henry and James stare at Morris, blankly.

MORRIS

Listen. I need it, James. I need it all.

James gets up to walk away without even looking at Morris.

HENRY

Morris, relax. You saw some money.

MORRIS

(continues anyway)

But I need it all. I owe people, too, you know.

We see James walk toward small office in the back of the bar.

MORRIS

James. Wait. Listen. Please.

We see that Morris is about to follow James into the room, but Henry stops him.

MORRIS

I wanna talk to James.

HENRY

He heard.

MORRIS

But I got two hundred and fifty coming. It's my share. James owes me.

HENRY

(following James into the backroom)

Morris, please. Let me talk to him.

CUT TO:

BACKROOM

James and Henry are alone.

We see James take a thick stack of bills from inside his jacket pocket and press them into Henry's chest.

JAMES

For Christmas. Your share. It's just a taste.

(CONTINUED)

103 CONTINUED: (4)

103

HENRY

James.

JAMES

(embracing Henry)

We did it. We did it.

We hear a KNOCK on the door.

James stops as if caught.

MALE (O.S.)

Hey, James. James.

James returns to normal.

JAMES

Yeah, yeah. I'll be right there.

CUT TO:

104 INT. HENRY'S HOUSE - ANGLE ON HUGE ARTIFICIAL CHRISTMAS TREE - NIGHT 104

We see Henry coming in with the tree.

HENRY

Hey! Look what I got. The most expensive tree they had.

CUT TO:

HUGE WHITE TREE

all set up with large purple balls.

We see Karen and the children excited by the presents revealed under the tree. We see Karen kiss Henry, who slips a thick packet of bills into the front of her dress.

HENRY

Go buy yourself a coat.

Karen shivers with excitement.

CAMERA DOLLIES INTO tree.

HENRY (V.O.)

Lufthansa should have been our ultimate score. The heist of a lifetime. Six million in cash. More than enough to go around.

105 INT. STACKS APARTMENT

105

Stacks in bed.

We hear a loud KNOCKING at the door.

TOMMY (O.S.)

Hey! Stacks! Come on! Open
the door! Wake up!

CUT TO:

STACKS

opening the door.

FRANKY

You got coffee?

STACKS

Fucks! You said you had coffee.

TOMMY

(to Franky)
Put on a pot.

STACKS

(putting on his
trousers)
Ball-busting sons of bitches.

CUT TO:

STACKS

bending over to put on his shoes.

We hear WATER in the sink.

CUT TO:

TOMMY

pulling out a .38 caliber gun with a silencer from his
belt.

HENRY (V.O.)

Stacks was always crazy. Instead
of getting rid of the truck like
he was supposed to, he got stoned,
went to his girlfriend's and by
the time he woke up, the cops had
found the truck. It was all over
the television. They even said
they came up with prints off the
wheel. It was just a matter of
time before they got to Stacks.

(CONTINUED)

105

CONTINUED:

105

BANG! BANG! BANG!

CUT TO:

TOMMY

firing three silent shots into the back of Stacks' head.

106

INT. ROBERT'S LOUNGE - NIGHT

106 *

Henry walks into the bar and we see James, Tommy, Carbone and Morris. They are all celebrating.

JAMES

(to the bartender)
Give 'm a drink.

HENRY

(agitated, to James)
I gotta talk to you.

JAMES

(as happy as he's
ever been)
Have a drink first.

We see Henry swallow the drink in one gulp.

HENRY

I gotta talk to you. *

We see James grab Henry around the neck and head toward the back room. *

JAMES

(laughing)
Oh yeah? Anything you say.

CUT TO:

106A

BACK ROOM

106A *

HENRY

What's going on? What happened
to Stacks? Is everything okay?

JAMES

(smiling)
Don't worry about it.

HENRY

There are cops all over the place.

(CONTINUED)

106A CONTINUED:

106A *

JAMES

(smiling)

So what? Where are they gonna go?

CUT TO:

SMILING TOMMY

entering the back room. *

JAMES

(to Tommy and barely
able to suppress his
glee)

He's worried.

TOMMY

(suddenly hugging
Henry with happi-
ness and affection)Come on. Don't worry so fucking
much. Things are beautiful.

(to James)

Didn't you tell him?

JAMES

(wreathed in smiles)

Not yet.

Henry gently breaks away from Tommy's hug. Stares at
James.

JAMES

Tommy's gonna be made.

Henry is momentarily impressed.

HENRY

(incredulous)

Paulie's gonna make him?

JAMES

(proudly grabbing
Tommy's beaming
face in his hands
and kissing him)Who else? Paulie got the okay.
This little guinea fuck. Someday
he's gonna be a boss. Can you
believe someday we'll work for him.As Henry hugs Tommy they hear a KNOCK at the door.
Startled, Henry, Tommy, and James stare at the door
a second and leave the back room. *

CUT TO:

106B NARROW HALLWAY OUTSIDE BACK ROOM

106B

on way back to bar.

CUT TO:

MORRIS

standing in narrow hallway blocking Henry, James and Tommy.

MORRIS

(smiling)

James, can I talk to you now?

We see James and Tommy angrily push right past Morris.

MORRIS

(annoyed and pleading with Henry as James and Tommy hurry past)

Hey! Come already. If it wasn't for me none of you would have had anything.

106C INT. BACK ROOM

106C

We see Henry grab Morris and shove him in the back room.

HENRY

(angry)

Will you shut your fucking mouth. You're gonna get your money, just stop busting balls. Okay? Relax. You hear? Everything's gonna be fine.

Improvise with Morris making Henry laugh and...

we see Henry exit and Morris goes off.

Henry looks up and sees James looking at Morris.

106D EXT. SIDEWALK OUTSIDE ROBERT'S LOUNGE BAR - NEXT DAY

106D

We see Henry and James walking toward the door.

HENRY (V.O.)

I could see for the first time that James was a nervous wreck. His mind was going in eight different directions at once.

(CONTINUED)

106D CONTINUED:

106D

JAMES

(casually)

Do you think Morris tells his wife everything?

HENRY (V.O.)

That's when I knew James was going to whack Morris. That's how it happens. That's how fast it takes for a guy to get whacked.

HENRY

(to James)

Huh? You know him? He's half a nut. He talks to a lot of people. You think he's normal? You saw his commercials, acting like a jerk. Who's going to listen to him anyway? He talks so much, who the fuck cares what he says.

We see James and Henry entering the bar.

JAMES

Just bring him by tonight.
Tommy'll take care of everything.

HENRY

Wait! Wait a minute. Gimme some time to line up somebody else to take the layoffs this weekend. We're talking about a lot of money here. Maybe I can use Milty. You think he's okay?

106E INT. ROBERT'S LOUNGE BAR - DAY

106E

James and Henry continue walking toward tables in rear of the bar.

CUT TO:

CLOSEUP - HENRY

as he sits with James.

HENRY (V.O.)

I was just stalling for time. I still had till eight or nine o'clock to talk James out of killing Morris, but meanwhile, as far as James knew, I was going along with the program.

(CONTINUED)

106E CONTINUED:

106E

We see James with his jacket off playing cards with hoods.

We see Henry playing in the card game with James where banter, drinks and half-eaten sandwiches litter the table.

We see James look up from his cards as Henry starts to slip into his jacket and leave the table.

HIGH ANGLE

JAMES
(almost an aside)
Forget about tonight.

CUT TO:

HENRY

He is relieved.

106F INT. ROBERT'S LOUNGE - NIGHT

106F

We see James, Morris, Tommy, Carbone and other members of the crew having a grand time watching a SPORTING EVENT ON TELEVISION.

HENRY (V.O.)
It was like a load off my mind.
Poor bastard. He never knew how close he had come to getting killed. Even if I told him, he wouldn't have believed me.

We see James and the crew are groaning as the TV ball game progresses and it looks like they're going to lose their bets.

107 EXT. ROBERT'S LOUNGE - DAWN

107

We see Morris, James and Tommy leaving the bar after the long night. We see Morris lean over and whisper in James' ear.

JAMES
(bursts out laughing)
Son of a bitch. You're a pisser.

(CONTINUED)

107

CONTINUED:

107

We see Morris begin to laugh, too. We see James hug Morris around the shoulder affectionately as they walk away from the bar.

JAMES

I swear I've never known a ball buster like you in all my life.

MORRIS

(all smiles)

Ah, but James, nobody loves you like I do. You know that. You name it. I'll do anything for you.

JAMES

(still laughing)

Except to stop busting my balls.

We see Franky Carbone start the car at the curb.

JAMES

(getting into the rear seat and signalling Tommy to join him)

Come on.

(to Morris)

Let's get some coffee.

Morris has never been happier. He's going for coffee with James Conway.

107A INT. CARBONE'S CAR - NIGHT

107A

We see Morris slide into the front seat next to Carbone and the second he closes the door we see Tommy reach across the front seat, pull Morris's head back by the eye sockets and slash his throat.

Morris's blood sprays the windshield and dashboard.

CUT TO:

108 INT. HENRY'S HOUSE - NIGHT

108

We hear a DOORBELL, waking Henry and Karen from sleep.

WOMAN (O.S.)

Open up. Henry! Karen! It's me. Belle!

(CONTINUED)

108

CONTINUED: (A1)

108

We see Henry and Karen open the door and we see Belle Kessler standing there in her housecoat, and distraught.

BELLE

(hysterical)

Henry didn't come home. He's missing. I know something happened to him.

HENRY

Wait a minute. Calm down.

KAREN

Belle. It'll be okay. Don't worry.

BELLE

I know something happened.

HENRY

What could happen? He got drunk. He passed out somewhere. I'll go looking for him in the morning.

(CONTINUED)

108 CONTINUED:

108

BELLE

In twenty years he's never been away all night without calling. I know something's wrong.

HENRY

Awright, awright. Let me take you home and I'll go look for him myself. Right now.

109 INT. PARKING LOT OUTSIDE SHERWOOD DINER - DAWN

109

Henry and James are leaving together.

HENRY

What'll I tell Belle?

JAMES

Who gives a fuck? Tell her he ran away with a broad. What do you care about her.

Suddenly James spots two FBI men who had been tailing him, dozing in their unmarked car. He starts toward their car.

JAMES

Watch this.

HENRY

Come on, don't fuck around, will ya?

JAMES

I do it all the time. Bust their fucking balls.

HENRY

James. Come on. Fuck 'em. Don't give them the satisfaction.

Henry watches James tiptoe up to the Agents' car and rap on the window. The startled agents look and see James staring at them.

JAMES

Come on, fuckoes. Let's go for a ride.

(to Henry as James starts his car)

I keep 'em up all fucking night.

While Henry walks to his own car, we see James ROAR off and we hear the SQUEAL of TIRES and brakes as James and still sleepy agents in pursuit speed away from the club.

110 EXT. CAFORA'S PINK CADILLAC PARKED ON BROOKLYN STREET 110
NEAR SCHOOL BUS STOP - MORNING

We see some youngsters walk over to peek in the car. The youngsters are giggling. One boy sneaks up alongside the car door and peeks inside. We hear a yell.

We see the bodies of Fat Louie Cafora and his wife, Dolores, slumped against each other on the front seat. Blood has caked all over their faces from small bullet holes in their heads.

111 EXT. LARGE DUMPSTER BEHIND DINER NEAR AIRPORT - DAWN 111

We see large garbage truck back up to the dumpster as garbage man lashes two steel cables to rings on top of dumpster.

We see garbage man signal for O.S. to tighten cable and tip dumpster into truck.

CLOSEUP OF TOP OF DUMPSTER

as it is tipped over and we see an arm fall over the side and as dumpster tips more we see another arm and the dead faces of Frenchy McMahon and Joe Buddha as garbage man screams to helper O.S. to stop.

112 EXT. HUNTS POINT MARKET - TRUCK PARKING LOT - MORNING 112

We see the open door of a large refrigeration truck.

We see bright lights and flashbulbs go off.

CAMERA STEADILY MOVES IN ON frozen body hanging from a rack inside the truck.

HENRY (V.O.)

James was cutting every link between himself and the robbery, but it had nothing to do with me. I gave James the tip and he gave me some Christmas money. From then on I kept my mouth shut. I knew James. He had the cash. It was his. I know he kicked some money upstairs to Paulie, but that was it. It made him sick to have to turn money over to the guys who stole it. He'd rather whack them. Anyway, what did I care? I wasn't asking for anything and, besides, James was making nice money with me through my Pittsburgh connections.

(MORE)

(CONTINUED)

112 CONTINUED:

112

HENRY (V.O.) (CONT'D)

But still, for months after the robbery, they were finding bodies all over.

CAMERAS MOVES ONTO a CLOSEUP of Franky Carbone's frozen face.

HENRY (V.O.)

When they found Carbone in the meat truck, he was frozen so stiff it took them two days to thaw him out for the autopsy.

113 INT. SHERWOOD DINER - DAY

113

A bright sunny afternoon, Henry and James seated in a window booth. We see James eating eggs on pancakes with sausages and toasted English muffins.

HENRY (V.O.)

Still, I never saw James so happy. He was like a kid. We had money coming in through my Pittsburgh people and after a while even the Lufthansa thing began to calm down. But the thing that made James so happy that morning was that this was the day Tommy was being made.

114 EXT. TOMMY DEVITO'S MOTHER'S HOUSE - MORNING

114

We see Tommy is all dressed. He kisses his mother. Tommy walks down the stairs toward two wiseguys and into a waiting car.

HENRY (V.O.)

James was so excited, you'd think he was being made. He must have made four calls to Tommy's house. They had a signal all set up so he'd know the minute the ceremony was over.

115 INT. SHERWOOD DINER - DAY

115

James has finished his breakfast and spots Henry's untouched melon.

JAMES

(looking at watch)

You want the melon?

(CONTINUED)

115 CONTINUED:

115

HENRY

Nah.

JAMES

(reaches for the
melon and looks
at his watch)

I better call again.

HENRY (V.O.)

James and I could never be made,
because we had Irish blood. It
didn't even matter that my mother
was Sicilian. To become a member
of the crew, you've got to be one
hundred percent Italian so that
they can trace all your relatives
back to the old country.

116 INT. ONE-FAMILY BRICK BUILDING WITH GARAGE UNDER FIRST FLOOR 116

We see the car pull into basement garage and door close.

117 INT. SHERWOOD DINER - HENRY'S POV 117

In window, we see James cross the parking lot to an out-
door phone booth on the side of the road. TRUCKS are
ROARING past.

HENRY (V.O.)

It's the highest honor they can
give you. It means you belong to
a family and a crew. It means
that nobody can fuck around with
you. It also means you can fuck
around with anybody, as long as
they aren't also a member. It's
like a license to steal.

118 INT. BASEMENT ROOM OFF GARAGE 118

As Tommy proudly walks into the room, followed by the
two wiseguys.

HENRY (V.O.)

As far as James was concerned,
with Tommy being made, it was like
we were all being made. We would
now have one of our own guys as
a member.

Tommy proudly walks into the room. We see a hood sud-
denly appear behind him, put a GUN to his head and FIRE.

(CONTINUED)

118 CONTINUED:

118

We see Tommy inertly drop to the ground in a heap.

HENRY (V.O.)
 Except, they didn't make Tommy
 that day.

CUT TO:

INT. PHONE BOOTH - JAMES

Suddenly, James slams down the phone with so much strength
 that the booth sudders.

HENRY (V.O.)
 They killed him. It was revenge
 for Billy Batts.

When James turns around, we see that he is crying.

We see Henry hurrying toward James to console him.

HENRY (V.O.)
 And there was nothing we could do.
 Batts was a made man and Tommy
 wasn't. We had to sit still and
 take it. It was among the
 Italians. It was real greaseball
 shit. They even shot Tommy in the
 face so his mother couldn't give
 him an open coffin at the funeral.

COME UP ON DATE -- SUNDAY, JANUARY 11, 1979.

TITLE UP -- 6:55 AM.

119 EXT. HENRY'S DRIVEWAY - DAY

119

We see Henry putting a paper bag filled with guns into
 the trunk of his car. We hear the loud noise of a
 HELICOPTER. We see Henry look up. We see a red heli-
 copter. Henry slams the trunk closed. We hear the
 HELICOPTER.

HENRY (V.O.)
 I was going to be busy all day.
 I had to drop off some thirty-
 eights at James's to match some
 silencers he had gotten. I had
 to pick up my brother at the
 hospital and drive him back to the
 house for dinner and then I had to
 pick up some new Pittsburgh stuff
 for Lois to fly down to some
 customers I had near Atlanta.

120 INT. HENRY'S CAR - CLOSEUP - HENRY'S FACE 120

As he drives he sees the helicopter.

121 EXT. JAMES'S DOORWAY 121

Henry full face, car in b.g. We see James grab one of the guns in his doorway and try to screw on a silencer he had in his pocket. He can't.

JAMES

What fucking good are these things?
They don't fit. What do I need
this for? I'm not paying for this
shit.

HENRY (V.O.)

Right away I knew he didn't want
them. I knew I was going to get
stuck for the money. I only bought
the damn guns because he wanted
them. And now, he didn't want
them. I didn't say a thing. James
was so pissed he didn't even say
goodbye.

CUT TO:

HENRY

putting torn bag with guns back into car trunk.

TITLE UP - 8:05 AM.

122 EXT. HENRY'S CAR - DAY 122

We see Henry speeding toward top of a rise in highway approaching Queens Midtown Tunnel.

123 INT. HENRY'S CAR - DAY 123

HENRY (V.O.)

I knew my Pittsburgh guys always
wanted guns, and since I was going
to see them later in the afternoon
to pick up a delivery, I was pretty
sure I'd get my money back.

Henry looks up and sees the red helicopter. When he looks back at the road he is suddenly confronted with a huge traffic jam spread out before him.

We see him jam his foot on the brakes.

TITLE UP - 8:45 AM.

124 INT. HOSPITAL ROOM - DAY

124

A bedraggled Henry arrives in his brother Michael's room. Michael is all dressed and sitting in his wheelchair, waiting to go.

HENRY (V.O.)

When I finally got there to pick up Michael, his doctor wanted to put me in bed. I told him about the accident. I said I was partying all night.

CLOSEUP - PILLS IN HENRY'S PALM

HENRY (V.O.)

He took mercy on me. He gave me ten milligrams of Valium and sent me home. My plan was to drop off my brother at the house and pick up Karen.

125 INT. HENRY'S CAR - DAY

125

We see Henry driving Michael. Henry looks up and sees the red helicopter.

HENRY

(to Michael)

I think that helicopter's following me.

MICHAEL

Are you nuts?

126 INT. HENRY'S KITCHEN - DAY

126

We see Michael, in his wheelchair, chopping celery. We see Henry making meatballs. Lois Byrd is also there, helping Karen shell peas. Lois's overnight bag is on the kitchen table, surrounded by food. The children are playing on the kitchen floor.

HENRY (V.O.)

I was cooking dinner that night. I had to start braising the beef, pork butt and veal shanks for the tomato sauce. It's Michael's favorite. I was making ziti and the meat gravy, and I'm planning to roast some peppers over the flames, and I was putting on some string beans with the olive oil and garlic, and I had some beautiful cutlets, cut just right, that I was going to fry up before dinner just as an appetizer.

(MORE)

(CONTINUED)

126 CONTINUED:

126

HENRY (V.O.) (CONT'D)

I was home for about an hour. My plan was to start the dinner early, so Karen and I could go unload the guns that James didn't want, and get the package for Lois to take to Atlanta later that night. I kept looking out the window and the helicopter was gone. I asked Michael to watch the sauce, and Karen and I started out.

TITLE UP - 11:30 AM.

127 INT. HENRY'S CAR - DAY

127

We see Karen and Henry in car when Karen points out the window.

CUT TO:

HELICOPTER

HENRY

We're going to your mother's.

CUT TO:

128 KAREN'S MOTHER'S COVERED GARAGE AREA - DAY

128

HENRY (V.O.)

Now I'm sure we're being tailed. My plan was to go to her mother's and unload the guns. Who needed them in the trunk with all this heat?

CUT TO:

HENRY

putting the guns into garbage cans.

HENRY

(to Karen)

Go inside. Tell her not to touch anything outside the house. Nothing.

CUT TO:

(CONTINUED)

128 CONTINUED:

128

KAREN AND HENRY

Looking up at helicopter.

HENRY

Let's go shopping.

129 EXT. LONG ISLAND SHOPPING MALL - CLOSEUP - HENRY ON PHONE - DAY 129

Nearby we see Karen standing outside of their parked car. In b.g., we see a large, busy shopping mall with cars and shoppers.

TITLE UP - 12:30 PM.

CUT TO:

MALL PHONE BOOTH

HENRY

I'm not nuts. It's been following me all fucking morning. I mean it.

We see Henry slam down the phone.

DOLLY INTO face.

HENRY

(to Karen)

They think I'm paranoid. The dumb fucks. I should bring them the helicopter, then we'll see how paranoid I am.

TITLE UP - 1:30 PM.

CUT TO:

MALL ENTRY

Henry and Karen peek out the mall door surrounded by people with shopping carts and look into the sky for the helicopter. It is gone. He listens. No noise.

HENRY

Okay! Quick! Let's get back to your mother's.

130 EXT. KAREN'S MOTHER'S GARAGE AREA - ANGLE ON HENRY - DAY 130

getting guns out of garbage.

TITLE UP - 3:30 PM.

131 INT. MOTEL APARTMENT - DAY

131

We see Pittsburgh DEALER laughing as Henry gives him the package of guns. A young man is also standing in the room.

DEALER

Didn't I tell you you were paranoid? See, Karen, didn't I tell him he was paranoid?

KAREN

(barely looking up
and wandering
toward kitchen)

I need some coffee.

Dealer puts his arm around Henry and motions him toward the bedroom where they snort some coke and laugh. After snorting the coke, we see the Dealer give Henry a plastic package of heroin he has taken out of a paper bag on the dresser. Henry casually puts it in his jacket pocket.

HENRY (V.O.)

My plan was I had to get home and get the package ready for Lois to take on her trip. Also, I had to get to Sandy's house to give the package a whack with some quinine. Plus, I knew Sandy was gonna get on my ass. Then I had the cooking to finish at home, and I had to get Lois ready for the trip.

PHONE RINGS in bedroom.

Dealer picks it up, listens a moment and offers it to Henry.

DEALER

(whispering so Karen
cannot hear in next
room)

It's Sandy

HENRY

(annoyed)

Yeah.

Henry covers the mouthpiece.

HENRY

(to Dealer)

A pain in the ass.

(MORE)

(CONTINUED)

131 CONTINUED:

131

HENRY (CONT'D)

(into phone)

I'll see you in about an hour.

(pause)

I can't. I got my brother home tonight.

(pause)

We'll talk about it later. Okay?

Henry hangs up the phone, pauses and dials again.

132 INT. HENRY'S KITCHEN - DAY

132

PHONE RINGS. We see Lois Byrd answer the phone. We see Michael is stirring the tomato sauce.

CUT TO:

DEALER'S BEDROOM

Henry is on the phone.

HENRY

You ready?

CUT TO:

HENRY'S KITCHEN

LOIS

Yeah.

CUT TO:

DEALER'S BEDROOM

HENRY

Tell Michael not to let the sauce stick.

CUT TO:

HENRY'S KITCHEN

LOIS

(to Michael, who is still stirring)

Henry says don't let the sauce stick.

MICHAEL

I'm stirring.

(CONTINUED)

132 CONTINUED:

132

HENRY (V.O.)
 (on phone)
 You know what to do?

LOIS
 (bored)
 Yeah, yeah.

CUT TO:

DEALER'S BEDROOM

HENRY
 Now this is important. Make sure
 you leave the house when you make
 the call. You understand? Do you
 hear me? It's important. Call
 from an outside phone. I mean it.

CUT TO:

HENRY'S KITCHEN

LOIS
 Jesus! You must think I'm dumb.
 What are you bugging me for?
 I know what to do!

HENRY (V.O.)
 Just make sure you do it. You
 know what I mean?

LOIS
 Jesus Christ! You can be such
 a pain.

HENRY (V.O.)
 Just do what I say!

LOIS
 Okay.

We see Lois hang up the kitchen wall phone.

MICHAEL
 (still stirring)
 What'd he say?

LOIS
 Nothing.

(CONTINUED)

132

CONTINUED:

132

Lois Byrd takes a puff on her cigarette and starts to fish around in the bottom of her pocketbook which is on the kitchen counter near the wall phone.

We see Lois Byrd take out the airline ticket.

HENRY (V.O.)

So, what does she do after she hangs up with me? After everything I had told her? After all her yeah, yeah, yeah, bullshit? She picks up the phone and calls from the house. Now, if anybody was listening, they'd know everything. They'd know that a package was leaving from my house and they'd even have the time and the flight number. Thanks to her.

Lois Byrd reaches for the kitchen phone and calls.

TITLE UP - 6:30 PM.

133

INT. HENRY'S HOUSE - EVENING

133

Henry is working in the kitchen.

HENRY (V.O.)

As soon as I got home, I started cooking. I had a few hours until Lois's flight. I told my brother to keep an eye on the stove. All day long, the poor guy's been watching helicopters and tomato sauce. I had to drive over to Sandy's place, mix it once and get back to the gravy.

134

INT. SANDY'S HOUSE - EVENING

134

We see Henry watching Sandy mix the half-kilo of heroin with milk sugar, doubling the amount. There is silence between them. Henry looks at his watch. Sandy pauses for a moment and sniffs a line of coke she has cut on a mirror near the table.

Henry snorts some coke, too.

The table and room is a mess. Mixing bowls, scales, and sieves are strewn around the room.

(CONTINUED)

SANDY

(getting angrier
while mixing)

I don't need this... You said
tonight and now it's not
tonight...

HENRY

(watching the dope
being mixed while
stroking Sandy's
neck and shoulders)

It's okay. I'll make it up. I
promise. Just hurry it up a
little. Okay?

SANDY

(finishing the
package with tape,
and almost purring)

Okay?

We see Henry grab the two half-kilo packages off the
table and start for the door. Sandy is startled.

SANDY

(shrieking)

You bastard! Where are you going?

We see Henry get out the door just before Sandy throws
the scale at it.

TITLE UP - 8:30 PM.

After dinner. Everyone is feeling very expansive. Lois
and Henry have left the table and are standing in the
kitchen.

LOIS

(to Henry)

I gotta go home.

HENRY

What for? I got a pound of stuff
in my jacket I've been carrying
around all day. We gotta start
start taping it to your leg.

LOIS

I gotta go home and get my hat.

(CONTINUED)

135

CONTINUED:

135

HENRY

Forget your fucking hat. What are you, kidding me? Just what I need now is a trip to Rockaway. Just because you want your hat.

LOIS

I need it. I gotta have it. It's my lucky hat. I never fly without it.

HENRY

Do you realize what we're involved in here now?

LOIS

I don't care. I need my hat. I won't go without it.

HENRY (V.O.)

What could I do? If she insisted, I had to drive her home for her goddamn hat. I threw the package in the kitchen and went to take her home.

CUT TO:

HENRY

nodding to Karen that the heroin is in the kitchen.

TITLE UP - 10:45 PM.

136

EXT. HENRY'S DRIVEWAY - NIGHT

136

We see Henry and Lois get into his car. As they start to move out of the driveway, Henry notices that there is a traffic jam in front of his property. People are walking around with flashlights. It looks like an accident. Suddenly, a MAN in Windbreaker appears at Henry's window and jams a gun against Henry's head.

MAN

One move, motherfucker, and I'll blow you away.

HENRY (V.O.)

For a second I thought I was dead, but when I heard all the noise, I knew they were cops. Only cops talk that way. If they had been wise guys, I wouldn't have heard a thing. I would have been dead.

137 INT. HENRY'S BEDROOM TOILET - NIGHT 137

We see Karen hurriedly flushing heroin down the toilet upstairs while we hear FBI MEN at the door downstairs. We hear Michael and children's voices downstairs.

We see Karen go to the bureau drawer and grab a small caliber gun, lift her dress and, grimacing, shove the cold metal into her underpants.

CUT TO:

138 INT. FBI OFFICE 138

Henry is seated and surrounded by FBI Men and PROSECUTOR EDWARD MCDONALD. We see Lois Byrd brought in past Henry and ushered into another room. We see the Dealer ushered past Henry and placed into yet another room.

HENRY (V.O.)

All day I thought the guys in the helicopter were just local cops busting my balls over Lufthansa, but they turned out to be Marks. They had been on me a month. Phone taps. Surveillance.

We see Sandy brought in, followed by two cops carrying cardboard boxes filled with pots, sieves and scales from Sandy's table. The cops put the boxes on a table where Henry can see them. We see one of the Marks lick his finger after wiping it across one of the bowls. He smiles at Henry and rolls his eyes.

We see Henry slouch further in his seat while questioning continues.

139 INT. PRISON VISITING AREA 139

We see Karen and Henry seated at a table in a visiting area. Henry is nervously looking around at the guards and whispering to Karen.

CUT TO:

IN SYNCH

KAREN

(anxious)

James's calling every day. It's urgent.

HENRY

(a little annoyed
at Karen)

What did he say, exactly?

140 INT. HENRY'S HOUSE - DAY

140

KAREN (V.O.)
 (her turn to be
 annoyed)

At least James and Mickey want to help. I talk to Mickey every day. That's more than I can say for the rest.

HENRY (V.O.)
 (placating)
 Paul will calm down. You'll see.

141 INT. JAMES'S HOUSE - DAY

141

We see Mickey on the phone.

KAREN (V.O.)
 I told James the cops took our cars and froze our bank accounts and he offered to get me some money. He wants to know what's happening. You gotta meet him.

HENRY (V.O.)
 Fuck James and the money. Didn't I tell you I gotta get out of here first. I gotta straighten everything out with Paulie or I'm dead.

CAMERA PANS to sinister James Conway in b.g.

142 INT. PRISON VISITING AREA - DAY (CONTINUOUS)

142

KAREN
 (annoyed and
 indicating the
 jail)

Then you're safer in here.

HENRY
 (exasperated)
 Safe? Here? They'll kill me here. They're all afraid I'm gonna rat them out. People are already looking to walk away from me. I'm dead in here. You gotta get me out.

KAREN
 (worried)
 Who's gonna do that?

(CONTINUED)

142 CONTINUED:

142

HENRY
 (pleading)
 Just get me out.

CUT TO:

KAREN

Her face drops, but she's not sure.

143 EXT. PRISON BAIL RELEASE GATE - MIDNIGHT

143

We see Henry hurry out of the prison. He looks nervous over his shoulder.

HENRY (V.O.)
 Karen finally got her mother to put her house up for my bail. I was out.

We see Karen and her mother are waiting in the car.

HENRY (V.O.)
 I remember I had this feeling I was going to get killed right outside the jail. I knew Paulie was still pissed at me and he's such a hothead I was afraid he might have me whacked before he calmed down. And I was also worried about James. James knew if Paulie found out he was in the drug deals with me, Paulie would have James killed even before me. This is the bad time. I didn't feel safe until I got home.

CUT TO:

144 INT. HENRY AND KAREN'S HOUSE - BEDROOM - ANGLE ON HENRY - NIGHT

144

frantically looking around the bedroom.

HENRY (V.O.)
 So now my plan was to stay alive long enough to sell off the dope that the cops never found and disappear for a while until I got things straightened out.

HENRY
 (to Karen)
 Where's the stuff?

(CONTINUED)

KAREN

What are you talking about?

HENRY

You know. The stuff I left.

KAREN

(beginning to cry)
I flushed it down the toilet.

HENRY

(anguish and anger
mixed)
You what?

KAREN

(crying anguish)
What did you want me to do with
it? They were all over the house.

HENRY

Are you fucking nuts? That was
forty, fifty thousand. I need it.
I was depending on that money.

KAREN

(crying)
They had a warrant. They went
through everything. They would
have found it. I swear.

HENRY

Shit! You know they would have
never found it. Why did you do
it? Why did you do it? My God,
why did you have to do it?

KAREN

(a primal scream)
Oh no! No! Noooo!

HENRY

(screaming)
Why? Why?

We see Henry and Karen holding onto each other as they
cry and scream, with the SCREAMS ECHOING out on the
SOUNDTRACK.

DISSOLVE TO:

THEIR FACES

asleep, and CAMERA DOLLIES OUT to reveal a gun in Henry's
hand as they sleep.

145 INT. GEFFKEN'S BAR

145

The place is closed, but inside we see Paul Cicero in the kitchen cooking peppers and eggs in a frying pan with olive oil. We see several hoods surrounding him at a distance. Various supplicants, a local butcher, an old lady, etc., wait for a papal audience.

CICERO

(looking down)

I warned you a million times.

HENRY

I've been all fucked up since I got out.

CICERO

You think I didn't know what you were doing?

HENRY

It was easy money. I did it in the can. Shit! I learned the junk business in the can, Paulie.

CICERO

Right in my face. You looked in my face and you lied.

HENRY

But, Paulie, I'm sorry. Believe me. I was fucking crazy. But I'm okay now. I can be trusted. I'm clean now. On my children. Believe me! Two weeks cold turkey waiting for bail got my head together.

CICERO

You thought I was some fucking jerk?

HENRY

Paulie, I couldn't come to you. I didn't want to put you in this shit.

(pause)

I was ashamed to come to you. I knew I was wrong.

We see Cicero stand, mute.

HENRY

Paulie. You're all I got. I need help.

(CONTINUED)

145 CONTINUED:

145

CICERO

You treated me like shit.

We see Cicero reach into his pocket and take out a thick wad of bills. Without counting the money he puts the cash in Henry's hands. Cicero clasps Henry's hands in his own.

CICERO

(looking down while
handing Henry the
cash)

Here. Take it.

(looking up with
tears in his eyes)

Now I gotta turn my back on you.

CLOSEUP - HENRY

HENRY (V.O.)

Thirty-two hundred bucks. That's what he gave me. Thirty-two hundred bucks for a lifetime. It wouldn't have paid for the coffin.

CUT TO:

146 INT. HENRY AND KAREN'S BEDROOM - NIGHT

146

KAREN

I'm not going to run. Live the rest of our lives like rats. Is that what you want? Leave my mother. Leave my family. Never see anybody again.

HENRY

(pleading)

We're gonna leave then anyway, because if we stay around here we're gonna be dead.

KAREN

(angrily pulling
away)

They're right. You are paranoid.

147 EXT. JUKEBOX STOREFRONT - ANGLE ON JAMES - DAY

147

nervously pacing near the doorway. There are jukeboxes and pinball machines of various sizes and hues on the sidewalk. Some are being loaded onto panel trucks and carted off.

(CONTINUED)

JAMES

(concerned)

How is he? Okay? Are they busting his chops?

KAREN

He's okay. They sobered him up.

JAMES

Did he say what they're asking him about?

KAREN

James. I don't know. I got so much else on my mind. I got the kids. We got no money.

JAMES

I gotta talk to him as soon as I can.

KAREN

He says he's too hot. He doesn't even know I came here today. It's like he's crazy, James.

JAMES

I know. I know. But it'll be okay. Don't worry. I got some money for you. It's down the block.

We see James lead Karen to the edge of the sidewalk and point down the block toward a row of stores.

JAMES

(pointing)

The third store down.

KAREN (V.O.)

James just stood there on the sidewalk. It felt funny. I started walking down the block, but I noticed the stores were empty.

CUT TO:

EMPTY STOREFRONTS

with chalked windows.

(CONTINUED)

147 CONTINUED: (2)

147

KAREN (V.O.)
I got a bad feeling. I just kept
walking.

CUT TO:

JAMES

standing on sidewalk.

JAMES
(shouting)
Inside! Go in there!

CUT TO:

EMPTY STOREFRONT

with open door and dark figures waiting inside.

KAREN
(very rattled)
James, I'm in a hurry. I've
got to pick up the kids at my
mother's. I'll come back later.

We see Karen hurry down the block past the stores.

148 EXT. HENRY'S HOUSE - DRIVEWAY - DAY

148

We see Karen's CAR SCREECH to a halt near the garage as
Henry comes racing out of the house toward her. He has
a gun pressed close to his side.

We see Karen is frozen to the wheel in fear. She is
visibly shaking, crying.

We see Henry very gently pull her from behind the wheel.
He has cradled her in his arms as, after a wary look
around the street, Henry walks her toward the house.

HENRY
What happened? You okay?

KAREN
I got scared.

HENRY
(soothing)
Okay. Don't worry about it.
It's okay.

KAREN
(still in shock)
I got scared.

CAMERA MOVES IN ON table.

HENRY'S POV - LONG TRACKING SHOT THROUGH RESTAURANT

You don't know what you're tracking until you see all the food on the table and James looks up.

HENRY (V.O.)

If you're part of a crew, nobody ever tells you that they're going to kill you. It doesn't happen that way. There aren't any arguments or curses like in the movies. Your murderers come with smiles. They come as your friends, the people who have cared for you all your life, and they always come at a time when you are at your weakest and most in need of their help. So I met James in a crowded place we both knew. I got there fifteen minutes early and I saw that James was already there. He took the booth near the window so he could see everyone who drove up to the restaurant. He wanted to see if I had been tailed.

James stands to embrace Henry. We see a table with melon, eggs, sausage, toasted English muffins, etc. Henry notices that James has not touched any of the food. Next to James, we see a large legal folder.

JAMES

(smiling, friendly
greeting)

You look good.

HENRY

(shaking his head)

I didn't need the headache.

JAMES

Come on, eat something.

HENRY

I can't eat, just get me some coffee.

HENRY (V.O.)

He was jumpy. He hadn't touched a thing.

(MORE)

(CONTINUED)

HENRY (V.O.) (CONT'D)

In the old days, James would have ordered doubles and eaten it all. On the surface, of course, everything was supposed to be fine. We were supposed to be discussing my case, just like we always would, but I had a feeling James was trying to sense whether I was going to rat him out to save my neck.

JAMES

(patting the legal folder)

I think you got a good shot at beating the case.

HENRY

How?

JAMES

It's that rat bastard from Pittsburgh. He rated you all out. He's been a rat since he got busted in Pittsburgh.

HENRY

Yeah.

JAMES

He's hiding, the son of a bitch, in Florida.

HENRY

Yeah.

JAMES

I want you and Anthony to go down there and take care of that bastard. Without him, they've got no case.

CLOSEUP - JAMES'S HAND

giving a piece of paper to Henry.

TILT UP ON James and FREEZE.

HENRY (V.O.)

James had never asked me to whack somebody before, but now he's asking me to go down to Florida and do a hit with Anthony.

CUT TO:

(CONTINUED)

149 CONTINUED: (2)

149

FREEZE OF HENRY, HEAD-ON

looking at James.

HENRY (V.O.)

That's when I knew I would never
have come back from Florida alive.

UNFREEZE on Henry and BACK TO ACTION like nothing is
wrong.

CAMERA DOLLIES OUT and we see James and Henry sipping
their coffee. We see James reach for some food. Henry
passes James the salt. They are two guys finishing
breakfast in a diner.

150 INT. FBI OFFICE - ANGLE ON HENRY AND McDONALD - DAY 150

arguing. Karen and some FBI agents are standing nearby.

McDONALD

We'll pack up everything and send
it to you.

KAREN

I got dry cleaning.

McDONALD

We'll pick it up.

151 EXT. JUKEBOX STOREFRONT - DAY 151

We see a grim James getting into the rear seat of an
unmarked FBI car while hoods watch silently.

CUT TO:

152 INT. FBI OFFICE - DAY 152

Karen is now seated next to Henry on sofa. McDonald is
leaning against the desk. In b.g., we see FBI men
playing with the children. We see Henry and Karen's
suitcases stacked near the sofa.

McDONALD

We'll sell your house here and
apply the money to your new name.

HENRY

I don't want to go anywhere it's
cold.

McDONALD

I can't control that.

(CONTINUED)

152 CONTINUED:

152

HENRY

I don't care who controls it.
Nowhere cold.

KAREN

He's very bronchial.

153 INT. GEFFKEN'S BAR

153

We see FBI men filling the barroom and Cicero, surrounded by agents, being handcuffed and shoved toward the door.

CUT TO:

154 INT. FBI OFFICE - ANGLE ON HENRY AND McDONALD

154

arguing.

KAREN

(whispering to
Henry)

What about the schools?

HENRY

Yeah. What about the kids'
school?

McDONALD

Don't worry about the schools.
We'll take care of the schools.

KAREN

I don't want them left back.

McDONALD

They won't be left back.
They'll stay in their grade.

KAREN

That's important.

CUT TO:

155 INT. COURTROOM - ANGLE ON BACK OF HENRY'S HEAD

155

and TRACK AROUND.

HENRY (V.O.)

It was easy for all of us to
disappear. My house was in my
mother-in-law's name. My cars
were registered to my wife.

(MORE)

(CONTINUED)

155 CONTINUED:

155

HENRY (V.O.) (CONT'D)

My social security cards and driver's licenses were phonies. I've never voted. I never paid taxes. My birth certificate and my arrest sheet, that's all you'd ever have to know I was alive.

SLOW DOLLY IN TO Henry's face.

HENRY (V.O.)

The hardest thing for me was leaving the life. I still love the life. We were treated like movie stars with muscle. We had it all just for the asking.

CLOSEUP - JAMES CONWAY

seated at defense table in grey suit and rimless glasses. He almost looks like one of his lawyers.

HENRY (V.O.)

Our wives, mothers, kids, everybody rode along. I had paper bags filled with jewelry stashed in the kitchen and a sugar bowl full of coke next to the bed.

In b.g., we see Mickey Conway crying.

HENRY (V.O.)

Anything I wanted was a phone call away. Free cars and the keys to a dozen hideout flats all over the city. I'd bet twenty, thirty grand over a weekend...

CLOSEUP - JAMES CONWAY

COME UP ON SCREEN -- TWENTY-FIVE YEARS.

HENRY (V.O.)

... and then I'd either blow the winnings in a week or go to the sharks to pay back the bookies.

CUT TO:

CLOSEUP - PAUL CICERO

looking older and grey. Cicero is looking down.

(CONTINUED)

155 CONTINUED: (2)

155

COME UP ON SCREEN -- FOUR YEARS.

DOLLY IN TO:

EXTREME CLOSEUP - HENRY

as he speaks; in synch, directly TO CAMERA. DOLLY IN TO EXTREME CLOSEUP as he speaks.

HENRY

It didn't matter. When I was broke I just went out and robbed some more. We ran everything. We paid off lawyers. We paid off cops. Everybody had their hands out. And now it's all over.

156 EXT. STREET IN MIDWESTERN ANDY HARDY TOWN - DAY

156

TRACK DOWN the street.

HENRY (V.O.)

And that's the hardest part. Today everything is different. There's no action.

CAMERA TRACKS PAST white picket fence.

HENRY (V.O.)

I have to wait around like anyone else. You can't even get decent food. Right after I got here I ordered some spaghetti with marinara sauce and I got egg noodles and ketchup.

CAMERA APPROACHES house and TRACKS IN TO:

DOOR OF HOUSE

As it opens.

A man, still in his pajamas, leans out to get the milk and newspaper. He looks up. It's Henry.

HENRY (V.O.)

(talking TO CAMERA)

I'm an average nobody. I get to live the rest of my life like a schnook.

FADE OUT.

THE END